

**Confirmed Minutes of the Public Health Wales  
Audit and Corporate Governance Public Session Committee Meeting  
10 March 2025 at 10:20, in 3.2 CQ2 and via Microsoft Teams**

**Part A**

<b>Present</b>		
Nick Elliott	(NE)	Non-Executive Director, Chair
Tamsin Ramasut	(TR)	Non-Executive Director
Clare Jenkins	(CJ)	Non-Executive Director and Vice Chair of the Board
<b>In Attendance:</b>		
Iain Bell	(IB)	National Director for Public Health Knowledge and Research
Claire Birchall	(CB)	Executive Director of Nursing, Quality and Integrated Governance
Liz Blayney	(LB)	Deputy Board Secretary and Deputy Head of the Board Business Unit
Andrea Calise	(AC)	Contract Manager, Audit and Assurance Services, NHS Wales Shared Services Partnership
Tracey Cooper	(TC)	Chief Executive (Joined at 10:55)
Paul Dalton	(PD)	Head of Internal Audit, Audit and Assurance Services, NHS Wales Shared Services Partnership
Katrina Febry	(KF)	Audit Wales
Huw George	(HG)	Deputy Chief Executive and Director of Operations and Finance
Danielle Gething	(DG)	Head of Risk Management (For item 4.1)
Ian Kent	(IK)	Finance Manager
Alun Lloyd	(AL)	Independent Adviser
Gareth Lucey	(GL)	Audit Wales
Jane Matthews	(JM)	Head of Financial Reporting and Control
Stuart Silcox	(SS)	Assistant Director of Integrated Governance
Paul Veysey	(PV)	Board Secretary and Head of the Board Business Unit
Angela Williams	(AW)	Deputy Director of Operations and Finance
<b>Apologies</b>		
Claire Birchall	(CB)	Executive Director of Nursing, Quality and Integrated Governance
The meeting commenced at 10:20		

<b>ACGC 1/2025.03.10</b>	<b>Welcome and Apologies for Absence</b>
<p>NE opened the meeting and welcomed all present, noting that the meeting was held electronically and in person at CQ2.</p> <p>NE welcomed IK to his first Committee meeting in his new role.</p> <p>The apologies for absence received were noted.</p> <p>The Committee <b>noted</b> that the meeting was being recorded to support with accuracy of the minutes, and that the recording would be deleted once the minutes had been agreed at the next meeting in May 2025.</p>	
<b>ACGC 2/2025.03.10</b>	<b>Declarations of Interest</b>
<p>There were no declarations of interest in addition to those already declared on the Declarations of Interest Register.</p>	
<b>ACGC 3/2025.03.10</b>	<b>Internal, External and Clinical Audit</b>
<b>ACGC 3.1/2025.03.10</b>	<b>Internal Audit</b>
<p><b>Internal Audit Progress Report</b></p> <p>The Committee <b>considered</b> the Internal Audit Progress Report.</p> <p>PD advised the Committee that work had progressed well since the last meeting in January. He drew the Committee's attention to Appendix A, which referred to the programme of work for 2024-2025. This work would be completed with the papers at this meeting with the exception of the Duty of Quality Report which would be presented to the Committee at its May meeting.</p> <p>The Committee took <b>assurance</b> from the Internal Audit Progress Report.</p> <p><b>Internal Audit Final Reports</b></p> <p><u>Health Protection and Screening Services –Performance Metrics (Reasonable Assurance):</u></p> <p>The Committee <b>considered</b> the Health Protection and Screening Services –Performance Metrics (Reasonable Assurance) Final Internal Audit Report.</p> <p>The review evaluated the work undertaken by the Directorate and its Divisions to revise their performance metrics.</p> <p>AC advised the Committee the report had received a reasonable assurance, however there were areas where the findings were close to limited. In determining the assurance rating, consideration had been given to the amount of work already undertaken in the Directorate in this area and the planned activity identified already.</p> <p>The Committee queried the June 2025 deadline which had been issued for each of the recommendation, and whether there had been an assessment of when each of the recommendations could realistically be completed by. Some of the recommendations</p>	

potentially could be completed prior to this deadline, whilst others may require longer. LB agreed to refer this query to the Health Protection and Screening Services Directorate for consideration.

**Action: LB**

The Committee **noted** the report, and took **assurance** from the Health Protection and Screening Services – Performance Metrics (Reasonable Assurance) Final Internal Audit Report.

Health Protection and Screening Services – Procurement Improvement Plan (Substantial Assurance):

The Committee **considered** the Health Protection and Screening Services - Procurement Improvement Plan (Substantial Assurance) Final Internal Audit Report.

The review evaluated the Directorate's approach to its actions set out in the improvement procurement plan formalised by the Business Executive Team in November 2023.

AC informed the Committee that a substantial assurance had been given to their findings which contained two medium priority recommendations. The committee reflected on the health protection procurement item reported in the private session.

The Committee took **assurance** from the Health Protection and Screening Services - Procurement Improvement Plan (Substantial Assurance) Final Internal Audit Report.

Welsh Risk Pool Claims - (Substantial Assurance):

The Committee **considered** the Welsh Risk Pool Claims (Substantial Assurance) Final Internal Audit Report.

This audit was conducted annually examining reimbursements for Welsh Risk Pool claims. At the time of review, two claims had been fully reimbursed; the report did not include any recommendations and received a substantial assurance rating.

The Committee took **assurance** from the Welsh Risk Pool Claims (Substantial Assurance) Final Internal Audit Report.

**Internal Audit Work Plan 2025/2026**

The Committee **considered** the Internal Audit Work Plan 2025/2026.

PD informed the Committee this was the first Work Plan developed following the introduction of the new Global Internal Audit Standards commencing 1 April 2025 and all Reports issued would comply with the new standards.

The Work Plan was risk based and compiled following discussion with the Organisation and the Executive Team. The proposed Work Plan was set out in Section 2 and detailed in Appendix A and was flexible and would be adjusted to meet the changing needs of the Organisation. The Performance Indicators in Appendix B were unchanged and the

mandate and Charter established the relationship between the Trust and the Internal Auditors.

The Work Plan for the NHS Executive for 2025/26 was under development and PD noted it would be brought to the Committee's meeting in May for approval.

The Committee discussed the timing of the report, which had been circulated late to the Committee. The Committee asked that the timing of the development of the plan be looked at for next year, to avoid this issue next year.

The Committee requested that the intended Committee date that the reports were likely to be reported to be included in the Plan. PD agreed to add this to the plan.

**Action: PD**

The Committee **approved** the Internal Audit Work Plan 2025/26.

NE thanked PD and AC for the Update, Final Audit Reports and the Work Plan 2025/26.

#### ACGC 3.2/2025.03.10 External Audit

##### Audit Wales Update

The Committee **considered** the Audit Wales Update.

GL and KF updated the Committee on progress of the External Audit work:

- The Well Being Report would be brought to the May Committee meeting, it had not been completed in time to meet the deadline for this meeting.
- The Structured Assessment Deep Dive, Digital Transformation and the Quality Governance Follow-up Review reports were on track for presentation to the September meeting of the Committee.

The Committee **noted** the Audit Wales Update.

##### Audit Wales Audit Plan 2025/26

The Committee **considered** the Audit Wales Audit Plan 2025/26.

GL updated the Committee on the Audit Wales Audit Plan 2025/26 setting out the plans for financial and performance audit work for the year 2025/26.

The Plan also included the timetable for accounting work which showed that Audit Wales planned to certify the Organisation's account before the end of June 2025, bringing the timeline forward by two and a half weeks year on year.

KF highlighted the performance audit work within the Plan; the Structured Assessment and a report to follow up the recommendations included in the 2023 Screening Services report. Audit Wales would also look at the strategic approach to cancer services across the NHS in Wales.



The Committee asked for confirmation from GL that the wording used within the Plan regarding Risk Management Override was standardised wording and there was no inherent risk to the Organisation. GL confirmed this was correct.

HG and AW confirmed they were content with the proposed timetable for the Financial Audit process.

The Committee **noted** the Audit Wales Audit Plan 2025/26.

### **Audit Wales Audit Report 2024**

The Committee **considered** the Audit Wales Audit Report 2024.

GL presented the report which detailed the Audit of Accounts, and Performance Audit Reports for the Organisation in 2024/25.

The Committee **noted** the Audit Wales Audit Report 2024.

NE thanked GL and KF for the Audit Wales Update, the Audit Wales Audit Plan 2025/26 and the Audit Wales Audit Report 2024.

### **ACGC 3.3/2025.03.10 | Audit Recommendations Tracker**

The Committee **considered** the Audit Recommendations Tracker and report and noted that actions which related to business sensitive information had been considered in the Private Meeting of the Committee.

LB provided the Committee with the current position of progress and implementation of management actions arising from Internal and External Audit recommendations. The Audit Tracker Register was reviewed on a quarterly basis by the Leadership Team (LT) who were responsible for closing actions, approving extensions and ensuring the progress of implementation. The Tracker was submitted to this Committee on a quarterly basis for Assurance.

LT met on 20 February and closed the actions listed in table 1, and issued extensions to the actions listed in table 2. These included the actions scrutinised at the Private session.

LB drew the Committee's attention to a typographical error on actions 557, 558 and 564 (People Strategy) which stated an extension to June 2026, this should have read June 2025. This has been confirmed with the People and Organisational Development Directorate and would be corrected.

LB also drew the Committee's attention action 631, Health and Well-Being relating to budget holder training. LT agreed to an extension to the end of March 2025 but asked for further assurance on the numbers who have completed training versus how many should have completed training as part of the next update. This issue had been previously raised by this Committee had discussed in previous meetings.

The Committee thanked all for the consistent work to update the Audit Tracker, noting that the Tracker demonstrated good governance throughout the Organisation.

<p>The Committee <b>considered</b> the amendments to the Audit Tracker as approved by Leadership Team on 20 February 2025 and took <b>assurance</b> on the progress with the implementation of actions resulting from Audit within Public Health Wales.</p>	
	<b>Break</b>
<b>ACGC 4/2025.03.10</b>	<b>Risk</b>
<b>ACGC 4.1/2025.03.10</b>	<b>Corporate Risk Register</b>
<p>The Committee considered the Corporate Risk Register.</p> <p>In introducing the item, SS explained that LT had effective control over the Corporate Risk Register and that further improvements to the process were being considered. b. A forthcoming LT meeting would undertake a Deep Dive on the Corporate Risk Register, the process and procedures which support it. Looking back to ensure lessons were learned and looking forward to make improvements to the processes and reporting.</p> <p>DG summarised the current, January 2025, Corporate Risk Register, noting that two new risks had been added to the Register, which were summarised in the report.</p> <ul style="list-style-type: none"> <li>• 1677 – There was a risk that the integrity of the data for recording risks to evidence robust risk management will be compromised.</li> <li>• 1678 - There was a risk that the organisation will fail to provide sufficient assurance that it was identifying and managing risks effectively through the endorsed Risk Management Procedure and failing to identify themes and trends.</li> </ul> <p>There were no risks de-escalated from the Register and one risk score was changed on Risk 1648.</p> <p>The Committee asked for clarification that Risk 1677 meant the Organisation was remaining with Datix web. DG conformed this was the case and the Committee would be sighted on of any decision that the organisation proposed in respect of electronic risk management systems.</p> <p>The Committee took <b>assurance</b> of the management of the Corporate Risk Register.</p>	
<b>ACGC 5/2025.03.10</b>	<b>Governance and Accountability</b>
<b>ACGC 5.1/2025.03.10</b>	<b>Minutes 14 January 2025 and Action Log</b>
<p>The Committee <b>considered</b> the Minutes and Action Log of the meeting held on 14 January 2025.</p> <p>The Committee:</p> <ul style="list-style-type: none"> <li>• <b>Approved</b> the minutes of 14 January 2025, as an accurate record of the meeting.</li> <li>• <b>Approved</b> the closure of three completed actions and <b>noted</b> update on the single open action on the Part A Action Log</li> </ul>	
<b>ACGC 5.2/2025.03.10</b>	<b>Committee Annual Report 2024/25</b>
<p>The Committee <b>considered</b> the Committee Annual Report 2024/25.</p>	

In introducing the report, LB explained the paper was this Committee's extract from the combined Committee annual report which would be submitted to Board in May for assurance.

The report summarised the breadth of all the work undertaken by the Committee during 2024/25, and the work for this meeting was shown in red. The Committee was asked to delegate approval of the final version to the Chair of the Audit and Corporate Governance Committee, subject to the items considered at today's meeting being confirmed following the meeting.

### The Committee:

- **Considered** the draft Audit and Corporate Governance Committee Annual Report for 2024/25 summarising the key areas of business activity undertaken;
- **Noted** that the draft report will be updated to reflect the Committee's meeting in March and agree for the final version to be agreed with the Chair of the Committee prior to submission to Board;
- **Recommend** the report (subject to the amendments agreed with the Chair) to the Board to provide assurance that the Audit and Corporate Governance Committee is fit for purpose and operating effectively in fulfilling its terms of reference.

### ACGC 5.3/2025.03.10 | Integrated Governance Assurance Update

The Committee **considered** the Quarter 3 Integrated Governance Assurance update.

SS reminded the Committee that this report included the data breaches discussed in the private session of the Committee. Improvements to the Information Governance Framework continued and the report provided assurance to the Committee of the work undertaken.

In relation to Freedom of Information requests (FOIs) there was a slight improvement in the numbers of non compliance, further work as underway to improve the accuracy further of the reporting timeline. At weekly management meeting a FoI Request Status item was included on the Agenda, which highlighted approaching deadlines to the respective Executive Director for them to take immediate and necessary appropriate action.

LB informed the Committee LT considered this Quarterly Integrated Governance Performance report on 20 February, and discussed the compliance with the FOI timescales, and agreed to look at this in more detail at the next meeting. NE thanked her for the update and noted this would provide further assurance to the Committee.

SS noted there were five subject access requests during the quarter. One was complex and his team were successful in obtaining a two month extension and statutory and mandatory information governance training remained above the target level of 85% required.

In updating the Committee on the work of the Information Governance Forum, SS noted he and IB were finalising a Terms of Reference for the Forum and identifying the decision making body responsible for information governance.

SS confirmed the implementation of the SharePoint records management system remained on course. An internal audit of the implementation had found reasonable assurance. One area highlighted in the report, to undertake a lessons learned exercise, was held in early February. The report would be presented to the Committee and the team would ensure that the lessons learned would be disseminated across the Organisation.

The Committee asked the NHS Executive to be referred to as a Hosted Body within the report, rather than a directorate. SS agreed to make the correction.

The Committee **considered** and took **assurance** from the Information Governance Performance Report and that the Records Management SharePoint Implementation Programme was on track with the implementation plan.

**ACGC 5.4/2025.03.10 | Policy for Approval**

The Committee **considered** the draft Information Governance Policy.

SS updated the Committee on the Organisation's Information Governance Policy had been through the appropriate consultation process and was presented for approval. This Policy was updated in line with National Policies, however a significant delay to the publication of a new All-Wales National Policy necessitated the writing of this new policy for the Organisation.

IB informed the Committee that he and SS would prepare an overarching guide to all the Information Governance and cyber security policies which had recently been approved to support implementation.

The Committee asked that a cross check to the Organisation's Information Governance Policy was made to the All-Wales Policy when it was published. SS assured the Committee this would be undertaken at the appropriate time.

The Committee **approved** the Information Governance Policy.

**ACGC 5.5/2025.03.10 | Bi-Annual Governance Update**

The Committee **received** the Bi-Annual Governance Update.

LB presented the report; the report combined three individual reports:  
the Declarations of Interest,  
Welsh Health Circulars  
Policy Update

Declarations of Interest.

The report detailed the process to maintain and update the declarations of interest register; the attachments contained the compiled Registers. LB reminded the Committee the Staff Declaration of Interests Register had been discussed in the Private

Meeting of the Committee and would not be published. The Board and Executive Register and the Register of Gifts and Hospitality would be published on the Public Health Wales website after the meeting.

Welsh Health Circulars.

LB explained the Report had been update the previous Friday to clarify graphical representation of the data, however the data remained the same. One typographical error was corrected to confirm the Report had last been to the Committee in September 2024 and not March 2024 as originally written.

The first section and graphical representation showed the cumulative status, the second section covered the current reporting period of September 2024 to February 2025 during which eight Welsh Health Circulars were received. One remained In Progress and will be implemented in April 2025 due to time restrictions reliant on the work required by the Circular.

Policy Update.

LB informed the Committee there were fifteen policies on the Register within the remit of this Committee, one low risk policies was being reviewed, and the remainder were in date.

The Committee:

- Took **assurance** on the implementation of the Standards of Behaviour Policy and **noted** the updated Declarations of Interest Register would be published following the meeting.
- Took **assurance** on 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.

**ACGC 5.5/2025.03.10 | Compliance with Code of Governance Self Assessment**

The Committee considered the Compliance with Code of Governance Self Assessment.

LB informed the Committee the assessment summarised the organisations compliance against the code. There compliance remained in line with the self assessment last year.

The Committee reflected on the assurance noting it demonstrated the breadth of the work undertaken by the organisation to support good governance .

The Committee took **assurance** on Public Health Wales’ compliance with Corporate Governance in Central Governance Departments: Code of Practice 2017.

**ACGC 6/2025.03.10 | For Recommendation to Board**

**ACGC 6.1/2025.03.10 | Standing Orders**



The Committee considered the Draft Standing Orders.

PV explained the paper was brought to the Committee for recommendation to Board at the March 2025 meeting. A Welsh Health Circular had subsequently been issued which would require further review, it was previously subject to a Cabinet Secretary Decision Notice.

Standing Orders were reviewed annually by the Organisation in May each year and that review will take place this year. The current review, followed a review of legislation on membership regulations across Health Bodies in Wales.

The changes were in relation to the calendar days notice period required:

- five clear days for publication of papers
- ten calendar days for notice of meetings

The Committee **considered** the proposed revisions to Standing Orders and Reservations and Delegations of Powers and **recommended** the proposed changes to the Board for adoption.

<b>ACGC 7/2025.03.10</b>	<b>For Information</b>
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<b>ACGC 7.1/2025.03.10</b>	<b>Finance, Procurement and Counter Fraud</b>
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None.

<b>ACGC 7.2/2025.03.10</b>	<b>Internal, External and Clinical Audit</b>
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None.

<b>ACGC 7.3/2025.03.10</b>	<b>Managing Risk</b>
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The Committee **received** and **noted** the full Strategic Risk Register for information and the strategic risk within the remit of this Committee (SRR6) was taken in the private session.

<b>ACGC 74/2025.03.10</b>	<b>Governance and Accountability</b>
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The Committee **received** and **noted** the Principles for the publication of Welsh public sector board and audit committee meetings.

<b>ACGC 7.5/2025.03.10</b>	<b>Committee Work Plan</b>
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The Committee **received** and **noted** the Work Plan.

Next years' work plan would be circulated to the Committee following the Committee effectiveness review workshop in February, to endorse at the May meeting.

<b>ACGC 8/2025.03.10</b>	<b>Closing Administration</b>
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The Committee was asked to provide feedback on the meeting to LB.

**Date of next Committee meeting:** 8 May 2025

**Any Other Business:**



TC reminded the Committee that a planned Board Development Session on Strategic Risk would amend the current Strategic Risks and the Strategic Risk Register.

NE thanked everyone for their contributions and closed the meeting.

The Meeting closed at 11:20

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