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Committee Annual Report 2024/2025

Introduction

Purpose of the Report

Public Health Wales has a range of Board Committees, which have key roles in the system of governance and assurance. The Board has five Board Committees established, whose purpose is to support the Board in the delivery of its role, the points below summarise the role of Committees:

- ❖ The organisation's activities are vast and complex: the Committees support the Board in covering the depth and breadth of the organisation's activities.
- ❖ Committees have a defined role which allows for a higher / deeper degree of scrutiny on behalf of the Board.
- ❖ Committees help ensure that the organisation operates effectively and meets its strategic objectives.
- ❖ Provides the Board with assurance that this is the case, obtaining assurance that systems and controls are working as they were designed to do.

During 2024/25 all five of the standing Board Committees were in operation, chaired by Non-Executive Directors. The Committees have key roles in relation to the system of governance and assurance, decision-making, scrutiny, development discussions, assessment of current risks, and performance monitoring.

The main purpose of this annual report is to summarise the work of the Committee during 2024/25, to assure the Board that the system of assurance is fit for purpose and operating effectively.

The report summarises the key areas of business activity undertaken by the Committee during 2024/25.

The Terms of Reference for each of the Committees are reviewed and approved by the Board on an annual basis.

The Terms of Reference are available here: <https://phw.nhs.wales/about-us/publication-scheme/committee-and-sub-groups-terms-of-reference/>

This year, the Committee Annual Report has been combined into a single report to summarise the work of the four standing Committees:

- ❖ Audit and Corporate Governance Committee
- ❖ Knowledge, Research and Information Committee
- ❖ People and Organisational Development Committee
- ❖ Quality, Safety and Improvement Committee

A summary of the Remuneration and Terms of Service Committee is provided as part of the Remuneration Report, within the Annual Report 2024/25.



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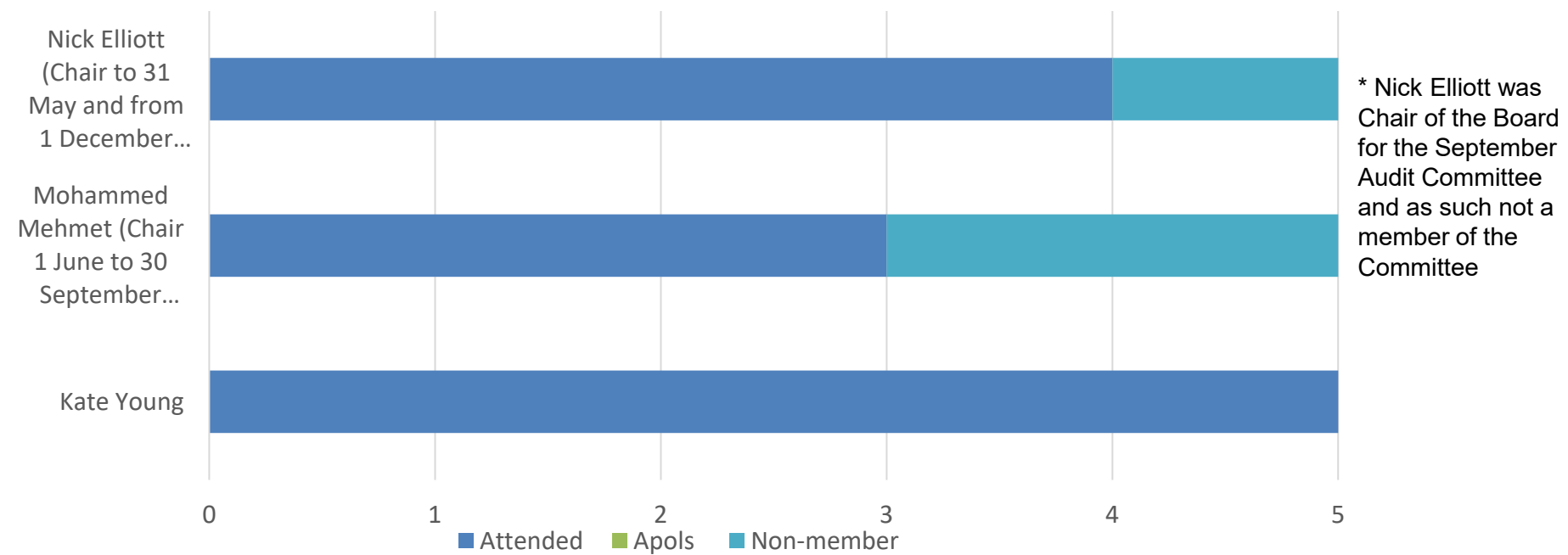
Committee Membership



Committee Member Attendance

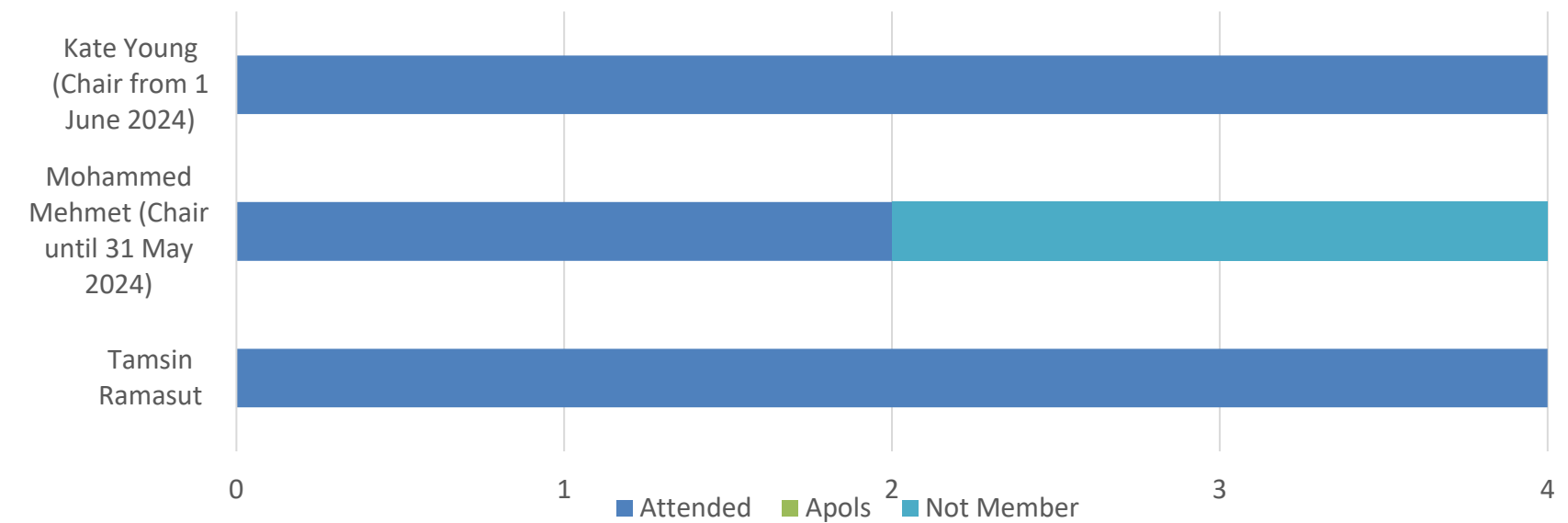
Audit and Corporate Governance Committee

The Committee met 5 times this year and was quorate on all occasions.



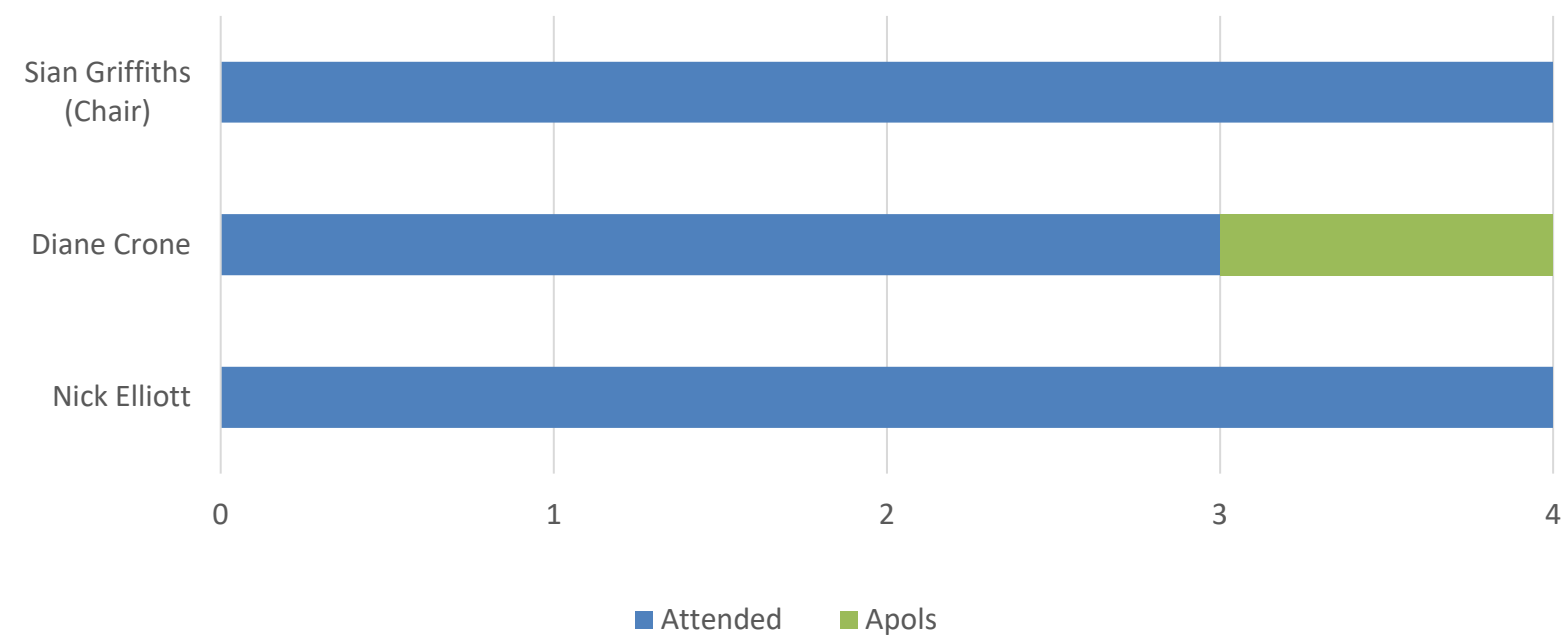
People and Organisational Development Committee

The Committee met 4 times this year and was quorate on all occasions.



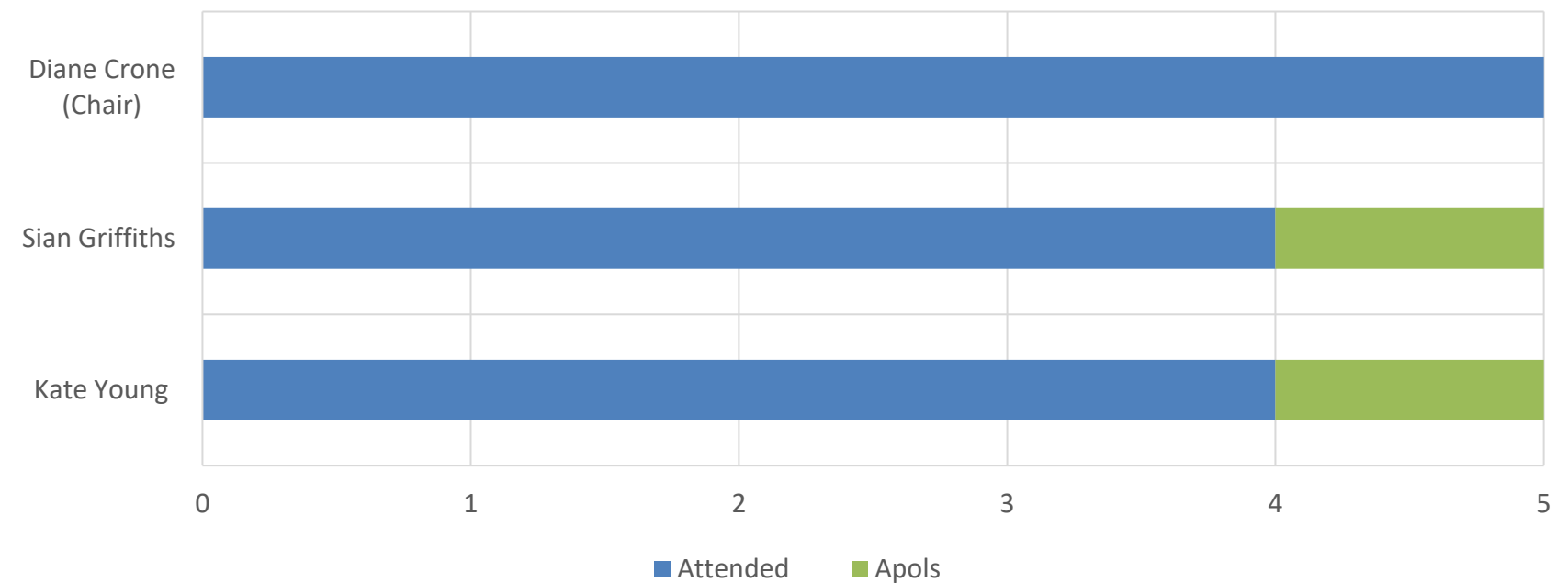
Knowledge, Research and Information Committee

The Committee met 4 times this year and was quorate on all occasions.



Quality, Safety and Improvement Committee

The Committee met 5 times this year and was quorate on all occasions.





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Committee Governance



Committee Governance Arrangements

Reporting to Board

The Committees reported to the Board through a composite Chair's Report, providing an overview of items considered by the Committee and highlighting any cross-committee issues/themes or items needing to be brought to the attention of the Board.

The Composite Chair's Report is provided to the Board at the next Board meeting following the Committee meeting. This is a written update that is published with the agenda for the Board meeting.

Where the timescales do not allow for a written update to Board (i.e. where the Committee meeting is within a week of the Board), a verbal update is provided by the Chair to the Board, and a formal written update is provided to the Board meeting following.

Draft minutes are circulated to the Committee for comment following the meeting, following which the unconfirmed minutes are published on the website.

Reporting outside of Committee / Chairs Action

There is a process in place to approve reports out of Committee meeting where required; this is consistent with the Chair's Action process in place for Board.

There have not been any reports which have been considered out of Committee this year.

Workplans

The Committee Work Plans ensure that the Committees discharge their responsibilities in a planned manner.

It assists with agenda planning and is updated during the year to ensure that the Committee considers any additional items which may arise during the year.

Each of the Committees has had a work plan in place this year, and reported to Board in May 2024 for assurance.

The 2025/26 Work Plans are being finalised and will be submitted to Board in May 2025. This year, the workplans include an assurance map and reference to the cross Committee working arrangements.

Action Log

In order to monitor progress and any necessary follow up actions, the Committee has an Action Log which captures all agreed actions and tracks their implementation. This provides an essential element of assurance to the Committee and from the Committee to the Board.

Committee Governance Arrangements

Cross Committee Working

The Committees have continued to work closely together this year, and have been developing and strengthening the approach.

During 2024/25, the Committee Chairs have agreed an approach to Cross Committee working, to manage referrals and items for which there is crossover with other Committees, this has then been developed and mapped against the work plans.

This year, any referrals between Committees have been managed via co-ordination through the Board Business Unit. There have been referrals this year between the Committees, which have been managed between the Committees. The Cross Committee Chairs group have reviewed the approach in January 2025 and continue to consider improvements / developments in the approach for 2025/26.

The following cross over areas have been identified and managed this year:

Current Cross Cutting Issues - Summary		
Current Cross Cutting Issues	Primary Committee	Secondary Committee/s
Information Governance	ACGC	KRIC
Internal and External Audit	ACGC	All
Risk	ACGC	All
Workforce	PODC	All
Data and Digital	KRIC	QSIC, ACGC
Service Delivery	QSIC	KRIC, PODC
Equality:		
1. Our Workforce, Board and Committees	PODC	QSIC, KRIC
2. Listening to and Understanding our People	PODC	QSIC, KRIC
3. Fair Pay	PODC	QSIC, KRIC
4. Culture and Leadership	PODC	QSIC, KRIC
5. Data and Systems	KRIC	QSIC, PODC
6. Access to Services and our Environment	QSIC	KRIC, PODC

Committee Effectiveness

During the year the Committee has continued to review and revise its ways of working to optimise the need for a robust governance approach and balance the need reduce pressure on staff during this time.

The Committees continued to review its effectiveness thorough the year, to ensure effective use of time and ensure it fulfilled its role to provide assurance to the Board, this includes a formal Committee effectiveness review process which took place in February 2025.

Key themes emerging from this include:

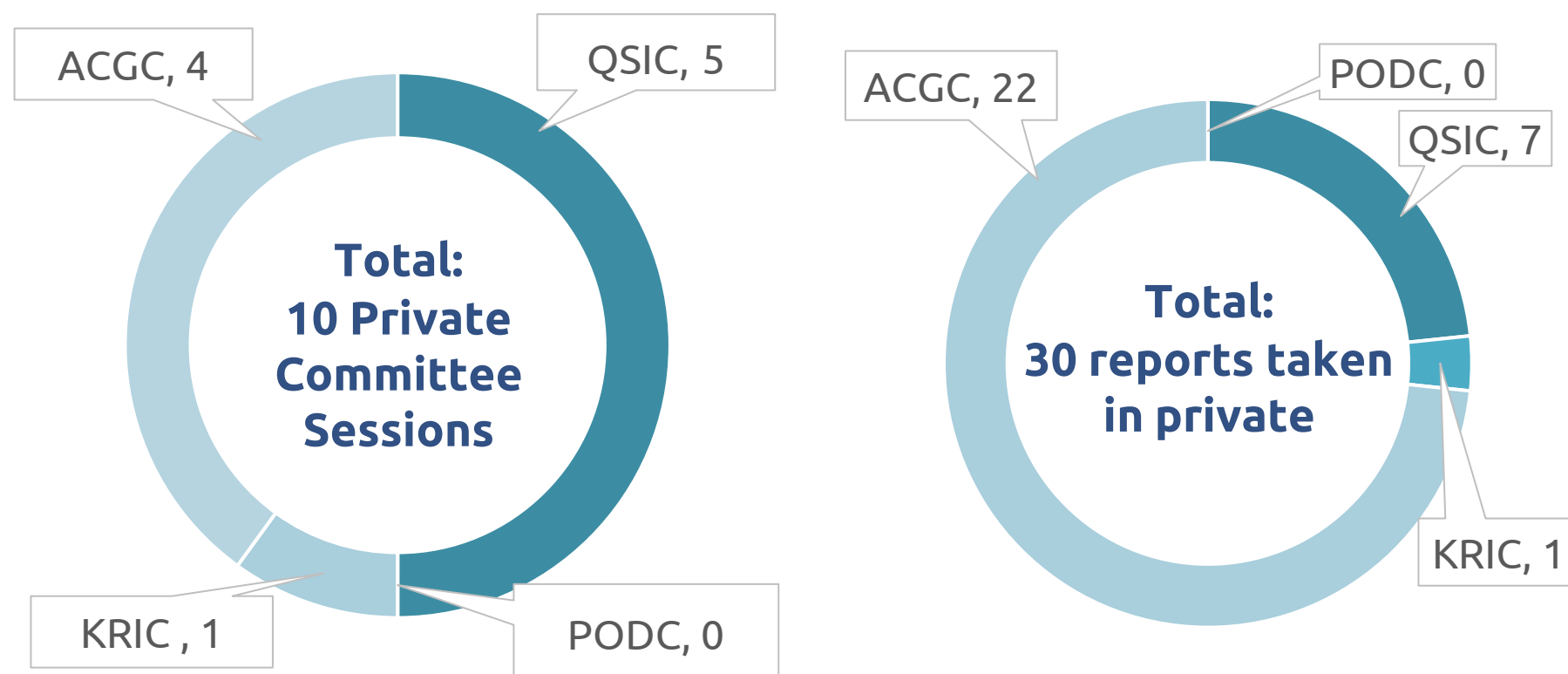
- Highlighted the connection between understanding Committee roles and improving scrutiny and challenge, and emphasis of the importance of bringing personal stories to life to measure impact. There was a consensus on the importance of service user feedback, but it should be done meaningfully and not superficially. It was suggested using targeted pieces of work based on data and evidence to ensure this is done consistency.
- Clarity on purpose of papers for report writers and committee to ensure focused and clear reporting, and the different types of papers.
- Look at the Committee members induction pack and consider developing a Committee handbook for both members and staff.

The outcome and recommendations following this review will be reported to each of the Committees, and the Board in Quarter 1 2025.

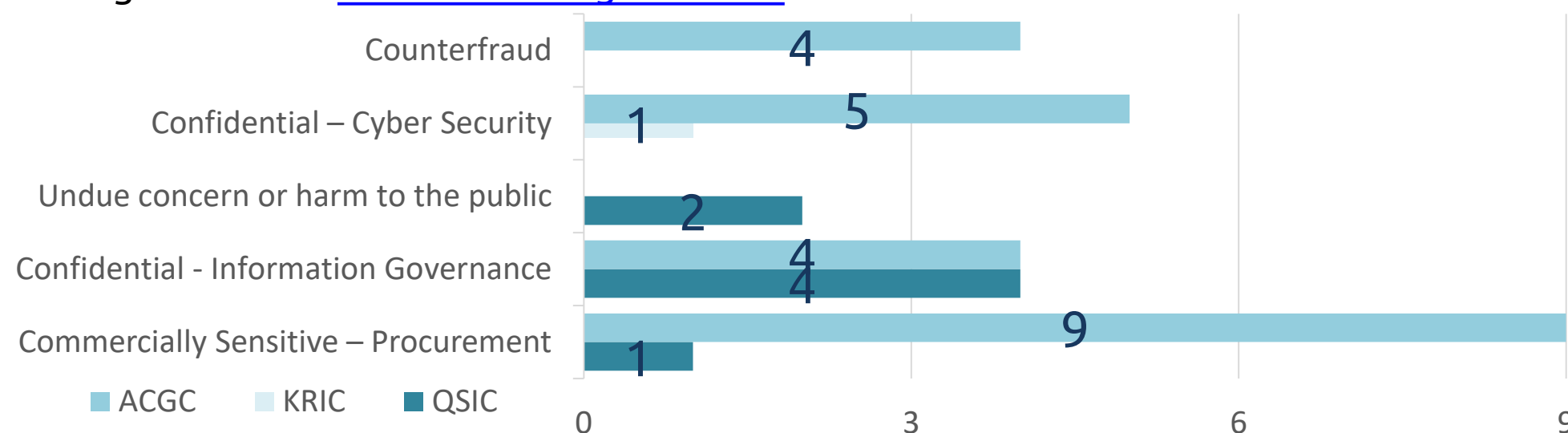
Committee Governance Arrangements

Matters in Private

The Committees held a Private Committee session where required in 2024/25 to consider business of a confidential nature, considering aspects of significant issues.



Below is the summary of the number of items considered in private session, broken down by the categories in the [Private Meeting Protocol](#):



Audit and Corporate Governance Committee

In May 2024, the Audit and Corporate Governance Committee commenced separate open and private meetings. Papers were published for the open meetings one week in advance this brought the Committee in line with our other three Board Committees.

- ❖ Cyber Security, quarterly reports, Strategic Risk and one Deep Dive (5)
- ❖ Procurement/Finance, including quarterly losses and special payment and procurement reports and one debtors write off report, (9)
- ❖ Quarterly update reports from Counter Fraud (4)
- ❖ Quarterly Integrated Governance reports, extracts showing data breaches from the public report (4)

(The change was made to align Public Health Wales with other NHS bodies in Wales where Audit and Corporate Governance Committees [or equivalent] held public meetings to ensure transparency. held public meetings to ensure transparency. *Private agendas are published and any summarised in the following open meeting where appropriate.*

Quality, Safety and Improvement Committee

- ❖ Quarterly Reports for assurance on the Organisation’s effective management of Claims and Redress (4)
- ❖ Reviewed and recommended a revised emergency response plan to the Board for final approval. A redacted version of this plan was later published. (1)
- ❖ Summary of planned procurement activity within the Health Protection and screening Services Directorate. (1)
- ❖ A verbal briefing on HIW Report (later published on 30 January Board meeting) (1)

Knowledge, Research and Information Committee

- ❖ An overview of the Organisations assurance framework /processes on the Organisations digital developments following on from the Post Office Horizon IT scandal.

People and Organisational Development Committee

- ❖ No private sessions.

NHS Executive – Part B

This year, the Committees have considered assurance reports from the NHS Executive relevant to their remits. The Assurance schedule mirrors the level of assurance reporting within Public Health Wales. The role of the Committees in reviewing assurance from the hosted organisation, is to provide assurance to the Board that the appropriate governance arrangements are in place within the NHSE to comply with the arrangements in place within Public Health Wales .

Annual Assurance Statement

The Annual Assurance statement for 2023/24 was considered by the ACGC in May 2024.

The Annual Assurance statement for 2024/5 is due to be presented to QSIC and ACGC in May / June respectively for this period. This has been expanded to cover:

Section 1 : Governance (to be reported to ACGC)

- Financial Governance
- Estates and Capital Governance
- Board, Corporate and Hosting Governance

Section 2: Quality and Safety (to be reported to QSIC)

- Duty of Quality compliance
- Duty of Candor compliance
- Socio Economic Duty compliance
- Wellbeing of Future Generations Act Compliance
- Emergency Planning
- Clinical Governance

Regular Assurance Reporting to Committees

Audit and Corporate Governance Committee

Quarterly Assurance report covering:

- ❖ Risk Management (Quarterly)
- ❖ Audit Activity (Quarterly)
- ❖ Counter Fraud Compliance (Quarterly)
- ❖ Information Governance compliance (Quarterly)
- ❖ NHS Executive Agreements Register (Bi Annual)
- ❖ Declarations / Registers (Bi-Annual)

Quality, Safety and Improvement Committee

Quarterly Assurance report covering:

- ❖ Health and Safety Compliance
- ❖ National Reportable Incident Reporting compliance
- ❖ Complaints (including PTR if applicable) compliance
- ❖ Claims reporting
- ❖ DATIX compliance
- ❖ Safeguarding compliance

People and Organisational Development Committee

Bi-Annual Assurance report covering:

- ❖ Equality, Diversity and Inclusion (Bi-Annually)
- ❖ Welsh Language (Bi-Annually)



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Committee Assurance

Audit and Corporate Governance Committee

Audit and Corporate Governance Committee

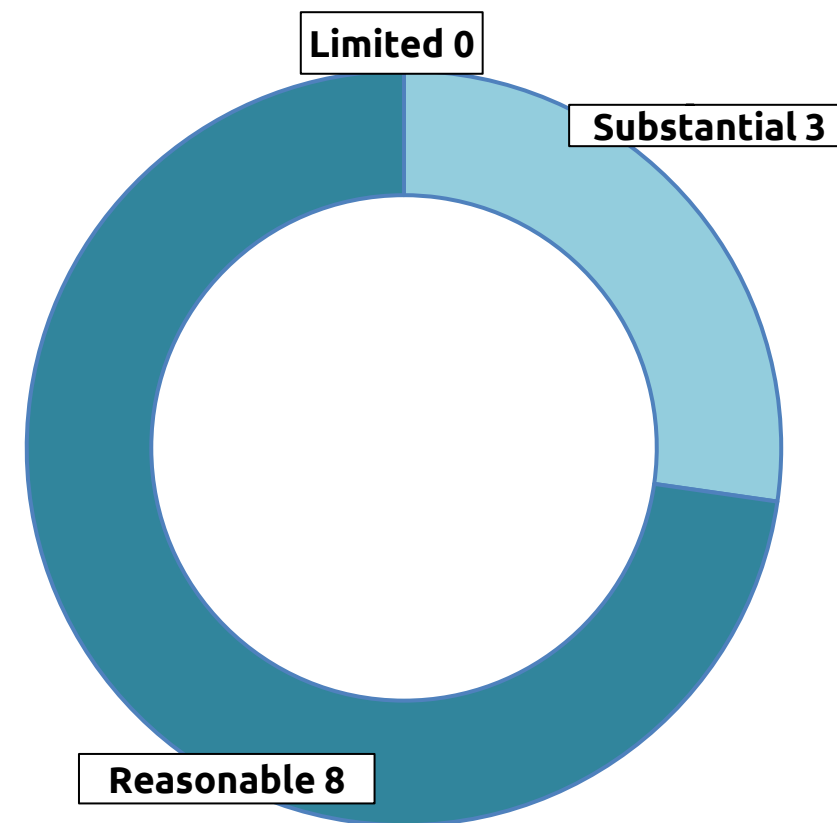
The Committee’s role is to provide assurance to the Board that there are appropriate and effective systems in place for areas within its remit, **the Committee will seek assurance that the functions within its remit meet the standards set for the NHS in Wales, and provide comment on the reliability and integrity of these functions.** The Committee’s programme of work was designed to ensure that it was able to discharge fully the provisions of its Terms of Reference and areas of remit:

Internal Audit Function

The Committee:

- Took assurance from the Head of Internal Audit Opinion for 2023/24 and Annual Report for 2023/24, noting the Organisation had received an overall reasonable assurance.
- Considered regular **internal audit progress** reports
- Considered the Final Internal Audit workplan for 2024/25 and subsequently **a draft for approval for the 2025/26 work plan.**
- Considered **11 completed Internal Audit Reports.** (*Which included Audits from the previous years’ Audit Plans.)
- The Committee noted that no Reports had been received with Limited Assurance this year.

INTERNAL AUDIT REPORTS



Recommendations from External and Internal Audits

- Considered a quarterly report on the **Audit Recommendations tracker** and report by the Leadership Team, taking assurance on its effective management.
- This report highlighted the current position and progress made to implement the management actions arising from internal and external audit recommendations.

To be added following March Audit :

- **Chart detailing total number of recommendations closed this year**
- **Total number of recommendations added this year**
- **Total number open at the end of the year**

Audit and Corporate Governance Committee

Financial and Accounting Arrangements (including procurement)

The Committee:

Accounts

- Considered a presentation on the **draft 2023/24 accounts** which outlined key performance targets, statutory and administrative duties and went on to recommend the financial accounts, **Audit Wales Annual Opinion (ISA 260)** and **Accountability Report** to the Board for approval.
- Took assurance that the Trust had an **appropriate plan** in place for the production of the Financial Statements and Accountability Report for 2024/25 in line with the statutory deadlines.

Procurement

- Took assurance that **procurement activity, losses and special payments**, the writing-off of **bad debts and claims abandoned** had been made in accordance with the requirements of the Standing Financial Instructions.
- Took assurance that the **write off of obsolete stock** had been approved in accordance with the Financial Scheme of Delegation.

Systems of Risk and Internal Control

The Committee:

- **Reviewed the system of risk and internal control in place within Public Health Wales, including that there is an effective system in place for review of the Risks by the relevant Committees.**
- Considered the **Strategic Risk Register** and **Corporate Risk Register**.
- Took assurance on the development of the **Risk Management Development Plan**.

Information Governance and Data Breaches

The Committee:

- Took regular assurance on the **Quarterly Integrated Governance Performance Report** which outlined key information related to Information Governance performance such as **Freedom of Information requests, Subject Access requests, staff training, records management updates and data breaches**.

External Audit Function (Audit Wales)

The Committee:

- Considered the Audit Wales Audit of Accounts report for 2023/24 and financial statements, noting the unqualified audit opinion.
- **Considered the Draft External Audit Work Plan for 2025/26 which outlined areas of audit investigation and considered regular progress reports during the year.**
- Considered the Structured Assessment report for 2024.
- Considered the Annual Audit Report for 2023-2024.
- Considered 2 external audit reports into:
 - Review of Cost Saving Opportunities
 - **Well-Being Objectives**

Audit and Corporate Governance Committee

Corporate Governance and Assurance Arrangements

The Committee:

- Recommended the adoption of the latest model of Standing Financial Instructions to the Board.
- Took assurance on Public Health Wales' compliance with Corporate Governance in Central Governance Departments: Code of Practice 2017.
- Approved **7 policies** within its remit during 2024-25
- Considered bi-annual Governance updates, taking assurance on:
 - The implementation of Standards of Behaviour Policy (Board and Staff Declarations of Interests and Gifts and Hospitality);
 - The management of the process for ensuring the Organisation's compliance with Welsh Health Circulars;
 - Prioritisation and progress being made to review corporate policies and procedures within the remit of the Committee.



Hosting Body Arrangements

The Committee:

- Took assurance that the NHS Executive had complied with standing orders and financial instructions, policies and procedures during 2023/24.
- Took assurance on the Hosting arrangement for 2023/24.

Cyber Security Arrangements

The Committee:

- Regularly took assurance on the management of the Cyber Security related Strategic Risk within the Organisation, considering these updates at each Private meeting.
- Considered the Cyber Security Assurance report, Cyber Security Assessment and reported findings from Digital Health Care Wales in the Private meeting.

Counter Fraud Arrangements

The Committee:

- Regularly took assurance on the management of the Counter Fraud arrangements within the Organisation, considering these updates at each Private meeting.



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Assurance to Board



Assurance to the Board

2024/25

The Committees wish to assure the Board that on the basis of the work completed by the Committee during 2024/25:

- ❖ That the Committees are fit for purpose, operating effectively and fulfilling their terms of reference;
- ❖ That effective measures and processes were place to oversee and coordinate Committee activity;
- ❖ That there no outstanding issues that the Committees wishes to bring to the attention of the Board over and above the risks and issues already raised in the Committee Chairs composite report or that are already visible in the Strategic Risk Register and corporate risk register.

Planned Activity

2025/26

- ❖ The Work plans for each of the Committees will be presented to the Board for assurance in May 2025; these contain a summary of how the Committees intends to fulfil their Terms of Reference next year.
- ❖ The Committee terms of reference are being reviewed following the discussion as part of the effectiveness review. There have been no major changes identified concerning remit or scope. Any minor changes will be recommended to the Board for approval at its meeting in May 2025.
- ❖ A summary of the Committee effectiveness themes and considerations for this year will be provided to the Board in May.

Key developments / improvements this year include

- ❖ Review of the deep dive guidance to consider how we can align the deep dives more between the Committees and ensure synergy to the Strategic Priorities
- ❖ Building on and implementing the Cross Committee working approach, to continue to improve and refine the approach.
- ❖ Develop a Committee handbook for NEDs moving between committees / new to the organisation outlining the key areas of focus, role and remit.
- ❖ Explore support to staff who attend Committees or write reports, in terms of report writing, understanding the role of the Committees and expectations. To support understanding of the assurance function in particular.



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i greu Cymru iachach

Working together
for a healthier Wales

