

2024/25 – PUBLIC HEALTH WALES SELF ASSESSMENT AGAINST THE CORPORATE GOVERNANCE – CODE OF PRACTICE 2017

REF	Corporate Governance Code Principles	Evidence of Internal Assurance / Supporting Narrative	Comply or Explain	Supporting documentation
CGC 1	<p>Each organisation should have an effective board, which provides leadership for the business, helping it to operate in a business-like manner. The board should operate collectively, concentrating on advising on strategic and operational issues affecting the department’s performance, as well as scrutinising and challenging departmental policies and performance, with a view to the long-term health and success of the Trust. (2.1 and 2.2)</p>	<p>The Board has met formally at on a total of 6 occasions during 2024/25.</p> <p>There is a Board Cycle of Business in place developed on an annual basis.</p> <p>The Board routinely receives information on strategic activity, risk and performance matters as set agenda items.</p> <p>The Operational plan (referred to as an IMTP) is scrutinised and approved by the Board.</p> <p>In 2024, The Board approved a Board Assurance Framework (BAF) which describes the functions, the enablers, the assurance framework, the integrated governance system and the operating guidance in place to support good governance within Public Health Wales.</p> <p>It summarises how Public Health Wales delivers and sustains good corporate governance to ensure the delivery of its strategic objectives outlined within our Long-Term Strategy to improve population health and address health inequalities, while delivering safe, effective and high quality public health services.</p> <p>Joint Executive Team meetings are planned with Welsh Government colleagues, which have been held this year. A number of other meetings with Welsh Government continue, for example through the Chair, Chief Executive, Finance and planning teams.</p> <p>The Board collaborates with partners and key stakeholders as appropriate to fulfil its role.</p>	Comply	<p>Board and Committee Minutes – demonstrate scrutiny and support.</p> <p>Board Assurance Framework</p>
CGC 2	<p>The Board does not decide policy or exercise the powers of the ministers. The department’s policy is decided by ministers alone on advice from officials. The board advises on the operational implications and effectiveness of policy proposals. The Board will operate according to recognised precepts of good corporate governance in business:</p> <ul style="list-style-type: none"> Leadership – articulating a clear vision for the department and giving clarity about how policy activities contribute to achieving this vision, including setting risk appetite and managing risk Effectiveness – bringing a wide range of relevant experience to bear, including through offering rigorous challenge and scrutinising performance Accountability – promoting transparency through clear and fair reporting. Sustainability – taking a long-term view about what the department is trying to achieve and what it is doing to get there. <p>(2.3)</p>	<p>In accordance with the set statutory duty, PHW had its Operational Plan (usually referred to as an IMTP) covering the period approved by Welsh Government. Having an approved plan is a key way of demonstrating to all of our stakeholders that the organisation has the requisite level of maturity to plan and deliver our services with confidence over a three year period. The Operational Plan is refreshed on an annual basis and approved by the Board.</p> <p>PHW adopted the revised Model Standing Orders from Welsh Government in 2024. PHW Standing Orders and Standing Financial Instructions are designed to translate the statutory requirements set out in the National Health Service Trusts (Membership and Procedure) Regulations 1990 (S.I.1990/2024) into day to day operating practice, and, together with the adoption of a Schedule of decisions reserved to the Board of Directors; a Scheme of Decisions to Officers and Others; and Standing Financial Instructions (SFIs), they provide the regulatory framework for the business conduct of the Trust. These documents form the basis upon which PHW governance and accountability framework is developed and, together with the adoption of the Values Framework and Standards of Behaviour framework (contained within the Standards of Behaviour Policy), is designed to ensure the achievement of the standards of good governance set for the NHS in Wales.</p> <p>The operational plan outlines how PHW engages and ensures that it considers the principles of citizen engagement, the Wellbeing of Future Generations Act and also the Organisations Wellbeing Statement.</p>	Comply	<p>Standing Orders and Standing Financial Instructions.</p> <p>Operational Plan</p> <p>Quarterly plans in 2024/25</p> <p>Standards of Behaviour Policy</p> <p>Board Assurance Framework</p>

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CGC 4	The Board should meet on at least a quarterly basis; however, best practice is that boards should meet more frequently. The Board advises on five main areas: <ul style="list-style-type: none"> • Strategic Clarity • Commercial Sense • Talented People • Results focus • Management information (2.4 and 3.10)	The Board has met formally at on a total of 6 occasions during 2024/25. There is a Board Cycle of Business in place developed on an annual basis. The Board routinely receives information on strategic activity, risk and performance, workforce related matters as set agenda items. The Operational plan is scrutinised and approved by the Board.	Comply	Standing Orders and Standing Financial Instructions. Operational Plan. Board agendas and minutes. Board Assurance Framework
CGC 5	The Board also supports the accounting officer in the discharge of obligations set out in <i>Managing Public Money1</i> for the proper conduct of business and maintenance of ethical standards. (2.7)	The Board approves the Accountability Report annually which includes the Statement by the Accountable Officer assuring the Board on the System of Internal Control.	Comply	Accountability Report. Operational Plan.
CGC 6	Where Board members have concerns, which cannot be resolved, about the running of the department or a proposed action, they should ensure that their concerns are recorded in the minutes. (2.12)	Any concerns raised at Board and Committee meetings will be formally recorded in the minutes. The Board Secretary is responsible for ensuring these matters are effectively managed, recorded and where possible, resolved.	Comply	Board Secretary job description. Board and Committee Minutes – available on the Internet site.
CGC 7	The Board should have a balance of skills and experience appropriate to fulfilling its responsibilities. The membership of the board should be balanced, diverse and manageable in size. (3.1, 3.11, 3.12 and 3.13)	Constitution of the Board is set out in the Organisations Establishment Orders and PHW abides by this composition. Standing Orders also captures the Composition of the Board. Executive Director skill mix is considered prior to recruitment to align with Strategic Objectives and required Executive Portfolios, and this is considered prior to new appointments. An organisational workforce Planning Toolkit in place. The Non-Executive Director roles are appointed in areas of expertise to ensure appropriate skill mix Within our Board Assurance Framework, we recognise the importance of ensuring a diverse range of backgrounds, skills, and experiences to add value to the Board discussions and decisions. The Welsh Government Public Bodies Unit support the recruitment process – there is a set criteria for Non-Executive Role that are tailored to differing portfolios Non-Executive membership on Board Committees is rotated at appropriate times to ensure there is mix and balance of experience across all meetings.	Comply	Establishment Orders. Standing Orders. Board Committee Terms of Reference. Executive job descriptions and Non-Executive role descriptions Board Assurance Framework
CGC 8	The roles and responsibilities of all board members should be defined clearly in the department’s board operating framework. (3.2)	Constitution of the Board is set out in the Organisations Establishment Orders and PHW abides by this composition. Standing Orders also captures the Composition of the Board.	Comply	Establishment Orders. Standing Orders. Board Committee Terms of Reference. Executive job descriptions and Non-Executive role descriptions

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				Board Assurance Framework
CGC 9	The Finance Director should be professionally qualified. (3.3)	The Deputy Chief Executive and Executive Director for Operations and Finance is professionally qualified.	Comply	Job Description requirement, and pre-employment checks undertaken and recorded.
CGC 10	Independent Members will exercise their role through influence and advice, supporting as well as challenging the executive.(3.5)	Annual Committee Self-Assessment – address the effectiveness of how Committees operate and conduct meetings allowing debate and constructive challenge. Meeting principles adopted that support this constructive challenge. Standing Orders outline the role of the Board Members.	Comply	Cross – reference to 2.4.
CGC 11	The board should agree and document in its board operating framework a <i>de minimis</i> threshold and mechanism for board advice on the operation and delivery of policy proposals.	There is a Board Cycle of Business in place developed on an annual basis. The Terms of Reference Operating Arrangements for the Board Committees articulate the remit information that should be received. The Scheme of Delegation outlines the information that should flow through to Board and its Committees as appropriate.	Comply	Terms of Reference and Operating Arrangements Board and Committee Cycles of Business. Standing Orders and Scheme of delegation. Board Assurance Framework
CGC 12	The Board Should ensure that arrangements are in place to enable it to discharge its responsibilities effectively, including: 1. formal procedures for the appointment of new board members, tenure and succession planning for both board members and senior officials 2. allowing sufficient time for the board to discharge its collective responsibilities effectively 3. induction on joining the board, supplemented by regular updates to keep board members’ skills and knowledge up-to-date 4. timely provision of information in a form and of a quality that enables the board to discharge its duties effectively 5. a mechanism for learning from past successes and failures within the departmental family and relevant external organisations 6. a formal and rigorous annual evaluation of the board’s performance and that of its committees, and of individual board members 7. a dedicated secretariat with appropriate skills and experience (4.1)	Non-Executive Directors Terms of office are monitored by the Board Secretary and Head of Board Business Unit in conjunction with the Chair to ensure succession planning is timely and managed in conjunction with the Public Bodies Unit in Welsh Government. Agenda planning is managed by the Board Secretary and Head of Board Business unit in conjunction with the Chair and CEO to ensure adequate time is spent on the right things at Board meetings. The Organisation has developed an induction programme for Non-Executive Directors. This programme consists of the following to ensure that a robust and supportive induction plan is in place for all new Board appointments: <ul style="list-style-type: none"> o Attendance at the Mandatory Welsh Government Induction Training. o Provision of a detailed induction Pack/Manual which includes information about the role of each Board Committee, their role as Non-Executive Director o Core Induction Programme – planned within the first month, three months and six months. This includes meeting with Executives, Divisional Directors, and site visits o To further support Non-Executive Directors ongoing Development the Chair undertakes regular and robust Personal Appraisal and Development reviews in accordance with WG guidance. o PHW has a schedule of Board Development Sessions throughout the year to discuss topical issues Report templates are continually reviewed to ensure they support effective reports being received at the Board. Committee performance reviews are being undertaken for Committees. The Board will also undertake its own performance review in early 2025/26.	Comply	Terms of Reference and Operating Arrangements Board and Committee Cycles of Business. Standing Orders and Scheme of delegation. Board Induction Programme/e pack. Board and Committee Performance evaluation process. Board Assurance Framework

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		The Board Business Unit team supports the Board Business providing dedicated support and secretariat.		
CGC 13	<p>The terms of reference for the nominations committee will include at least the following three central elements:</p> <ul style="list-style-type: none"> • scrutinising systems for identifying and developing leadership and high potential • scrutinising plans for orderly succession of appointments to the board and of senior management, in order to maintain an appropriate balance of skills and experience • scrutinising incentives and rewards for executive board members and senior officials, and advising on the extent to which these arrangements are effective at improving performance <p>(4.5)</p>	The Terms of Reference and Operating arrangements are based on the model Standing Orders and ensure that roles and responsibilities of Board Committees capture scrutiny and assurance roles.	Comply	<p>Terms of Reference and Operating Arrangements</p> <p>Board and Committee Cycles of Business.</p> <p>Standing Orders and Scheme of Delegation.</p>
CGC 14	<p>The attendance record of individual board members should be disclosed in the governance statement and cover meetings of the board and its committees held in the period to which the resource accounts relate.</p> <p>(4.6)</p>	Board Members attendance record for Board and Committees is captured in the Accountability Report on an annual basis.	Comply	Accountability Report
CGC 15	<p>Where necessary, board members should seek clarification or amplification on board issues or board papers through the board secretary. The board secretary will consider how officials can best support the work of board members; this may include providing board members with direct access to officials where appropriate.</p> <p>(4.10)</p>	<p>This is the relationship between the Board Secretary and the Board Members.</p> <p>The role of the Board Secretary is to act as principal advisor to the Board and the organisation as a whole on aspects of Corporate Governance and ensure that it meets the standards of good governance set for the NHS in Wales.</p>	Comply	<p>Board Secretary role description.</p> <p>Standing Orders.</p>
CGC 16	<p>An effective board secretary is essential for an effective board. Under the direction of the permanent secretary, the board secretary's responsibilities should include:</p> <ul style="list-style-type: none"> • developing and agreeing the agenda for board meetings with the chair and lead non-executive board member, ensuring all relevant items are brought to the board's attention • ensuring good information flows within the board and its committees and between senior management and non-executive board members, including: • challenging and ensuring the quality of board papers and board information • ensuring board papers are received by board members according to a timetable agreed by the board • providing advice and support on governance matters and helping to implement improvements in the governance structure and arrangements • ensuring the board follows due process • providing assurance to the board that the department: • complies with government policy, as set out in the code • adheres to the code's principles and supporting provisions on a comply or explain basis (which should form part of the report accompanying the resource accounts) • acting as the focal point for interaction between non-executive board members and the department, including arranging detailed briefing for non-executive board members and meetings between non-executive board members and officials, as requested or appropriate • recording board decisions accurately and ensuring action points are followed up • arranging induction and professional development of board members (including ministers) <p>4.11</p>	<p>The role of the Board Secretary is to act as principal advisor to the Board and the organisation as a whole on aspects of Corporate Governance and ensure that it meets the standards of good governance set for the NHS in Wales.</p> <p>PHW has a Board Secretary and Head of Board Business Unit position who is aligned to the Executive team and reports both to the Chair of the Board and the Chief Executive.</p> <p>Work has been ongoing in the year to develop and embed the 'Integrated Governance model' to provide an integrated approach to governance throughout the organisation. This had been developed by the Assistant Director – Integrated Governance working collaboratively with the Board Secretary and Head of Board Business Unit. The Board approved the model in February 2021 and the Audit and Corporate Governance Committee has oversight and receives updates on progress with the implementation.</p>	Comply	<p>Board Secretary role description.</p> <p>Standing Orders.</p>

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CGC 17	Evaluations of the performance of individual board members should show whether each continues to contribute effectively and corporately and demonstrates commitment to the role (including commitment of time for board and committee meetings and other duties). 4.14	Board Appraisal process in place. Committee Effectiveness surveys and workshop. Attendance record reported in Accountability Report.	Comply	Accountability Report Appraisal Documentation and Process.
CGC 18	All potential conflicts of interest for non-executive board members should be considered on a case by case basis. Where necessary, measures should be put in place to manage or resolve potential conflicts. The board should agree and document an appropriate system to record and manage conflicts and potential conflicts of interest of board members. The board should publish, in its governance statement, all relevant interests of individual board members and how any identified conflicts, and potential conflicts, of interest of board members have been managed. 4.15	PHW has an agreed process in place for managing Declarations of Interest. The Standards of Behaviour Policy details the responsibility standards of behaviour framework. Standing Orders also outlines the responsibilities for Declarations of Interest. The policy was reviewed in 2023. All Board Members are asked to formally declare, on annual basis and advised of their responsibility to notify of any changes in year. Compliance with this is monitored. Declarations of interest are captured on a register which is available for public inspection. Reports on Declarations of Interest is received by the Audit and Corporate Governance Committee. Declarations of Interest are captured at the start of each agenda. The DOI Form includes how Declarations and potential conflicts are managed and these are recorded on the register.	Comply	Standards of Behaviour Framework Policy. Standing Orders. Declarations of Interest Process and Register.
CGC 19	The board should ensure that there are effective arrangements for governance, risk management and internal control for the whole departmental family. Advice about and scrutiny of key risks is a matter for the board, not a committee. The board should be supported by: <ul style="list-style-type: none"> an audit and risk assurance committee, chaired by a suitably experienced non-executive board member an internal audit service operating to <i>Public Sector Internal Audit Standards</i>¹ sponsor teams of the department's key ALBs (5.1 and 5.8)	The Committee is a standing requirement to the Board, meets on x5 basis per year. The Committee undertakes an annual performance review. The Committee produces an annual assurance report to the Board as well as ongoing reports throughout the year on committee activity. NWSSP Internal Audit Services are appointed as the Organisation's Internal Auditors. Hosted Organisations report into the Audit and Corporate Governance Committee and the Annual Accountability Report.	Comply	Terms of Reference & Operating Arrangements for the Audit and Corporate Governance Committee. Accountability Report. Annual performance review. Annual committee report. Ongoing committee reports to the Board. Board Assurance Framework
CGC 20	The board should take the lead on, and oversee the preparation of, the department's governance statement for publication with its resource accounts each year. The annual governance statement (which includes areas formerly covered by the statement on internal control) is published with the resource accounts each year. In preparing it, the board should assess the risks facing the department and ensure that the department's risk management and internal control systems are effective. The audit and risk assurance committee should normally lead this assessment for the board (5.2 and 5.13)	The Annual Governance Statement is included within the Accountability Report which is received by the Audit and Corporate Governance Committee to endorse prior to being presented to the Board for approval.	Comply	Accountability Report Board and Committee minutes. Annual Report Timetable.
CGC 21	The board's regular agenda should include scrutinising and advising on risk management (5.3 and 5.10)	The Corporate Risk Register is a regular agenda item for scrutiny and assurance on the Board and Committee Agendas.	Comply	Board Agendas Board Cycle of Business

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		<p>The Risk Management policy and Risk Appetite are developed, defined and approved by the Board.</p> <p>The Audit and Corporate Governance Committee provide assurance to the Board on the Risk Framework.</p> <p>The Audit Committee approved a risk protocol to clarify the roles of the Board, committee and Executive Team in relation to risk.</p>		<p>Risk policy. Risk Protocol Risk Development Plan</p> <p>Board Assurance Framework</p>
<p>CGC 22</p>	<p>The key responsibilities of non-executive board members include forming an audit and risk assurance committee.</p> <p>The board and accounting officer should be supported by an audit and risk assurance committee, comprising at least three members.</p> <p>An audit and risk assurance committee should not have any executive responsibilities or be charged with making or endorsing any decisions. It should take care to maintain its independence. The audit and risk assurance committee should be established and function in accordance with the <i>Audit and risk assurance committee handbook</i>.</p> <p>The board should ensure that there is adequate support for the audit and risk assurance committee, including a secretariat function.</p> <p>The terms of reference of the audit and risk assurance committee, including its role and the authority delegated to it by the board, should be made available publicly. The department should report annually on the work of the committee in discharging those responsibilities</p> <p>Boards should ensure the scrutiny of governance arrangements, whether at the board or at one of its subcommittees (such as the audit and risk assurance committee or a nominations committee). This will include advising on, and scrutinising the department’s implementation of, corporate governance policy. (5.4 and 5.9, 5.11, 5.12 and 5.14 and 5.15)</p>	<p>The Standing Orders are explicit that PHW as a minimum must establish Committees that cover certain aspects, one of which is the Audit and Corporate Governance Committee established.</p> <p>The Terms of Reference and Operating Arrangements in respect of the Audit and Corporate Governance Committee are clear in relation to its authority and delegated responsibilities.</p> <p>Full secretariat function in place supporting the Audit and Corporate Governance Committee.</p> <p>The Audit and Corporate Governance Committee Terms of Reference are published as an appendix to the Standing Orders on PHW website.</p> <p>The Strategic Risk Register and Board Assurance Framework is scrutinised by the Board and Audit and Corporate Governance Committee.</p>	<p>Comply</p>	<p>Standing Orders.</p> <p>Terms of Reference for the Audit and Corporate Governance Committee.</p> <p>Internet Site: Key Publications.</p> <p>Board Assurance Framework</p>
<p>CGC 22</p>	<p>The head of internal audit (HIA) should periodically be invited to attend board meetings, where key issues are discussed relating to governance, risk management processes or controls across the department and its ALBs (5.5)</p>	<p>The role of the HIA is clearly set out in PHW Standing Orders. The HIA attends all Audit and Corporate Governance Committee meetings, which report to Board.</p> <p>If there was anything specifically escalated to the Board then the HIA would be invited to attend. The HIA has open access to the Board should they wish to attend at any time.</p>	<p>Comply</p>	<p>Standing Orders.</p> <p>Terms of Reference for the Audit and Corporate Governance Committee.</p>
<p>CGC 23</p>	<p>The board should assure itself of the effectiveness of the department’s risk management system and procedures and its internal controls. The board should give a clear steer on the desired risk appetite for the department² and ensure that:</p> <ul style="list-style-type: none"> • there is a proper framework of prudent and effective controls, so that risks can be assessed, managed and taken prudently • there is clear accountability for managing risks • Departmental officials are equipped with the relevant skills and guidance to perform their assigned roles effectively and efficiently. 	<p>The revised Strategic Risk Register (SRR) was further developed and updated in 2024/25.</p> <p>Oversight of the internal system of risk and control has been remitted to the Audit and Corporate Governance Committee to provide advice and assurance to the Board.</p> <p>Each Committee reviews Strategic and Corporate Risks within their report at each meeting.</p>	<p>Comply</p>	<p>Standing Orders.</p> <p>Terms of Reference for the Audit and Corporate Governance Committee.</p> <p>Strategic Risk Register.</p> <p>Board Assurance Framework Committee Work Plans</p>

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	<p>The board should also ensure that the department's ALBs have appropriate and effective risk management processes through the department's sponsor teams</p> <p>Advising on key risks is a role for the board. The audit and risk assurance committee should support the board in this role. (5.6, 5.7 and 5.10)</p>			