

**Confirmed Minutes of the Public Health Wales
Audit and Corporate Governance Public Session Committee Meeting
10 September 2024 at 10:00, in 3.2 CQ2 and via Microsoft Teams**

Part A

Present		
Mohammed Mehmet	(MM)	Non-Executive Director, Chair
Clare Jenkins	(CJ)	Non Executive Director and Vice Chair of the Board
Tamsin Ramasut	(TR)	Non-Executive Director
In Attendance:		
Henry Bales	(GL)	Counter Fraud Specialist
Anne Beegan	(AB)	Audit Wales
Liz Blayney	(LB)	Deputy Board Secretary and Board Governance Manager
Andrea Calise	(AC)	Contract Manager, Audit and Assurance Services, NHS Wales Shared Services Partnership (10:00 to 10:35)
Paul Dalton	(PD)	Head of Internal Audit, Audit and Assurance Services, NHS Wales Shared Services Partnership
Huw George	(HG)	Deputy Chief Executive and Director of Operations and Finance
Danielle Gething	(DG)	Head of Risk Management (For item 5)
Ian Kent	(IK)	Finance Manager (Observer)
Alun Lloyd	(AL)	Independent Adviser
Jane Matthews	(JM)	Head of Financial Reporting and Control
Stuart Silcox	(SS)	Assistant Director of Integrated Governance
Apologies		
Tracey Cooper	(TC)	Chief Executive
Nick Elliott	(NE)	Interim Chair
Paul Veysey	(PV)	Board Secretary and Head of the Board Business Unit
Angela Williams	(AW)	Deputy Director of Operations and Finance
The meeting commenced at 10:00		
ACGC 1/2024.09.10 Welcome and Apologies for Absence		
<p>MM opened the meeting and welcomed all present, noting that the meeting was held electronically and in person at CQ2.</p> <p>The Committee noted 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 January 2025.</p> <p>The apologies for absence received were noted.</p>		
ACGC 2/2024.09.10 Declarations of Interest		



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

ACGC 3/2024.09.10	Internal, External and Clinical Audit
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ACGC 3.1/2024.09.10	Audit Recommendations Tracker
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The Committee **considered** the Audit recommendations tracker and report. The Committee 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 the 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 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.

LB had received requests for more detailed information in relation to some of the extension dates which had been granted by the Leadership Team. The requests fell broadly in to two groups; where the consultation process had not been accurately factored when the action plan was agreed and where the engagement part of the process had not been considered when agreeing the action plan.

LB informed the Committee the Leadership Team would next be considering the Audit Action Tracker at their December meeting and it had been agreed that another Deep Dive into the Action Tracker would be considered at the meeting which would look at each Action to ensure that timeframes were realistic and achievable. The Deep Dive would be reported at the January meeting of this Committee.

The Committee asked about the continued delay to the Engagement recommendation, SS advised that the original implementation date had not accounted for the wider work necessary within the Organisation. An approach to engagement had been agreed at the Business Executive Team meeting on 4 September and would ensure a revised deadline to this Action was possible.

SS informed the Committee that the Leadership Team had improved the rate of completion of recommendations within deadlines across the Organisation. He advised the Committee that the Leadership Team asked to work with colleagues when agreeing future recommendations to ensure that all work necessary was planned before a completion date was agreed. This approach would reduce the number of extension requests going forward.

Referring to the engagement work underway across the Organisation, HG advised the Committee this work would ensure a coordinated and consistent approach to engagement across the Organisation and would also ensure good practice.

At a meeting with Internal Audit colleagues, LB and PV had suggested the Board Business Unit scrutinising management responses before agreement. This would ensure a realistic timescale was set and reduce the number of extension requests received at Leadership Team.

The Committee acknowledged the Tracker demonstrated good governance throughout the Organisation and **considered** the amendments to the Audit Tracker as approved by Leadership Team on 27 August 2024 and took **assurance** on the progress with the implementation of actions resulting from Audit within Public Health Wales.

ACGC 3.2/2024.09.10 | Internal Audit

The Committee **considered** the Internal Audit Progress Report.

Internal Audit Progress Report

PD advised the Committee that work had progressed well since the last meeting, one final Internal Audit report was submitted to Committee and on the agenda today (Board Assurance Framework (Strategic Risks)). A further three Reports are at a final draft stage, he advised that they would be submitted to the Committee at the January meeting.

The Committee asked if the three papers moving to January in addition to the three papers already expected at the meeting might not allow adequate time for discussions. PD suggested that the level of scrutiny required would depend on the assurance level of each report, and suggested prioritising those reports with more priority recommendations. LB assured the Committee that the situation would be monitored and sufficient time allocated to the reports at the meeting.

The Committee asked if the Annual Work Plan was on track for delivery. PD advised the Committee it had been planned around the timings of the Committee's meetings, and all planned fieldwork had been completed to date and the Work Plan was on track for completion.

The Committee took assurance from the Internal Audit Progress Report.

Internal Audit Final Report

Board Assurance Framework (Strategic Risks):

The Committee **considered** the Board Assurance Framework (Strategic Risks) Final Internal Audit Report (substantial assurance).

AC informed the Committee this report had been given a substantial and drew the Committee's attention to one strategic priority for Climate Change which did not feature as highly in the Strategic Risk Register as expected.

The Committee were informed the development of the integrated medium term plan (IMTP) had been developed in parallel with the strategic risk register and management concluded that Climate Change should have a separate priority within the IMTP and not be included in the Strategic Risk Register.

The Committee took **assurance** from the Board Assurance Framework (Strategic Risks) Final Internal Audit Report.

MM thanked PD and AC for the Update and Final Audit Report.

ACGC 3.3/2024.09.10 | External Audit

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

AB drew the Committee's attention to the current work plan:

- Work was underway on a review of the Organisation's approach to setting its well being objectives.
- A delay had occurred to the financial efficiencies work.
- The core structured Assessment is in the planning stage.

AB informed the Committee that it was planned to bring the three reports listed to the January Committee and she planned to discuss the timeframe with PD and LB.

AB advised the Committee Audit Wales had linked in with Internal Audit colleagues to align work on digital transformation.

In May, the Committee was advised that discussions had taken place with Executives which had identified a follow up review on Quality Governance including the Duty of Quality and the Duty of Candour.

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

MM thanked AB for the Audit Wales Update.

ACGC 3.4/2024.09.10 | Quality and Clinical Audit Plan 2023/24

The Committee **considered** the Quality and Clinical Audit Plan 2023/24.

SS informed the Committee of the scrutiny this paper had received. It was presented to Leadership Team, followed by the Quality, Safety and Improvement Committee for further detailed assurance and it was presented to this Committee for assurance there was an overall system in place to ensure an effective clinical audit function is in place. The Quality, Safety and Improvement Committee sought greater detail on the outcomes and the improvements which could be made from the audits. It was reviewed at its July meeting and would be reviewed again in six months.

The Quality and Clinical Audit Team continued to work with all Directorates to identify areas of audit activity the new digital audit system would allow a more efficient and effective collation of all audit work. The Duty of Quality would ensure more audits resulting from learning, change or innovation.

The Committee enquired about issues concerning staff constraints and if this was a short term issue. SS assured the Committee that it was a short term issue and completion would be reported at the next Committee.

The Committee enquired whether the clinical audits reported were internal or external as they did not sit under the classifications used earlier in the meeting. SS informed the Committee the Organisation was required to undertake the Quality and Clinical Audits on a national level and were neither Internal or External Audits using the previous definitions as they required clinical knowledge. They were Audits undertaken internally.

The Committee discussed whether the Clinical Internal Audits had appropriate governance and scrutiny frameworks to support them. SS informed the Committee that using the Duty of Quality this would ensure an overall picture of all audits within the Organisation and provide assurance of the Organisation’s clinical activity and clinical audits.

AB confirmed that most NHS organisations report their Clinical Audit Plans to their Audit Committees, and the results of the audits would be reported to the equivalent of our Quality, Safety and Improvement Committee. She noted that clinical audit is a continued requirement of health professionals.

The Committee suggested an Organisation-wide approach was needed to document all clinical audits. LB advised she was on a working group to source software which would collate all audits in one location. It would include accreditation of clinical and health and safety audits. This would then allow a thematic view of all audits and link to show the bigger picture.

The Committee received **assurance** on the progress against the Quality and Clinical Audit Plan for 2023-24, took **assurance** that there was an appropriate plan in place for the Quality and Clinical Audit for 2024-25, and took **assurance** that the plan for 2024-25 will be monitored by the Quality, Safety and Improvement Committee.

ACGC 4/2024.09.10 Governance and Accountability

ACGC 4.1/2024.09.10 Minutes 9 May 2024, Minutes 10 July 2024 and Action Log

The Committee **considered** the Minutes and Action Log of the meetings held on 9 May and 10 July 2024.

The Committee:

- **Approved** the minutes of the meeting on 9 May 2024 and 10 July 2024, as accurate records of the meetings.
- **Approved** the closure of eleven completed actions on the Action Log.

ACGC 4.2/2024.09.10 Integrated Governance Assurance Update

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

SS informed the Committee information governance and cyber security meetings were now held weekly with SS, Iain Bell and John Lawson (Public Health Wales) and the Senior Information Risk Officer of NHS Wales, the Head of Informatics and Cybersecurity colleagues. A new Information Governance Strategy was at a planning stage and would be included in the Quarter 2 report.

In relation to Freedom of Information requests (FOIs) and Subject Access Requests, the team had approached all Directorates to emphasise the importance of prioritising these requests.

There were 11 reported data breaches, 3 were reportable to the Information Commissioner’s Office and had been reported to the Private Session of this Committee.

Information Governance training has improved to 89%.

The Committee discussed the progress of the SharePoint implementation plan. The plan was on track and an assurance report was published confirming the progress of the transition. A Deep Dive was planned for the January Committee meeting. The Committee asked if this would include feedback from end users which had been collected during Directorate post-transition sessions. SS confirmed it would.

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

ACGC 4.3/2024.09.10 | Governance Bi-Annual Updates

The Committee **received** the Biannual Governance Assurance Updates:

- Declarations of Interest
- Welsh Health Circulars
- Policy Update

LB drew the Committee’s attention to the biannual Governance Assurance Report. She noted there was nothing unusual to highlight, Welsh Health Circulars were now reported monthly through the Integrated Performance Report to Board, more detailed information was included in the Report to the Committee. There were no concerns to raise with policies or with the Declaration of Interests.

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.
- the management of the process ensuring the Organisation’s compliance with **Welsh Health Circulars**.
- the prioritisation and progress being made to review **Corporate policies, procedures** and other written control documents within the remit of the Committee.

ACGC 4.4/2024.09.10 | Policy for Approval

The Committee **received** the No Purchase Order No Pay Policy.

JM explained the background of this Policy which was first introduced as an All-Wales Policy in 2018. Any supplier invoices which were received without a PO number were returned for amendment, there were some exceptions which were cited in the Policy. The number of invoices which were being returned had increased and it was decided to relaunch the Policy and ask COMMS to use the relaunch as an opportunity to promote the Policy.

There were some minor changes to the Policy. The Committee asked for a narrative regarding why exceptions were allowed in the Policy. JM explained that Public Health Wales does not require purchase order numbers to be included on invoices from other NHS Wales organisations, because there were service level agreements in place with the Organisations concerned. JM **agreed** to circulate further information to the Committee.

Action: JM

The Committee approved the No Purchase Order No Pay policy	
ACGC 5/2024.09.10	Risk
<p>SS provided the Committee with the timeline to the Risk Management Development Plan which was developed in collaboration with Grant Thornton. It would be circulated shortly.</p> <p>The latest version of the Strategic Risk Register would go to the Business Executive Team on 18 September and to Board at its November meeting alongside the Risk Appetite Framework.</p> <p>All Directors had reviewed their respective Corporate Risks, and the Leadership Team reviewed the entire Corporate Risk Register bi-monthly and considered escalation or de-escalation of Corporate Risks as required. SS suggested the realignment of dates the Corporate Risk Register is presented to Leadership Team as dates did not currently align with this Committee’s meeting dates.</p> <p>The Risk Team were keen to enhance synergies between the Strategic Risk and Corporate Risk Registers it was recognised as the way to see improvement.</p>	
ACGC 5.1/2024.09.10	Strategic Risk Register
<p>The Committee received the Strategic Risk Register.</p> <p>SS introduced the risk item and confirmed the SSR was scheduled for approval by BET before be presented to the Board in November.</p> <p>DG introduced the Strategic Risk Register and explained that the new format Register would be presented to Business Executive Team at its next meeting, from the next meeting, it would appear in a new concise format at this Committee.</p> <p>There were five strategic risks, the scores remained the same as the last time the Register was received at this Committee.</p> <p>The Committee considered and took assurance on the Strategic Risks Register.</p>	
ACGC 5.2/2024.09.10	Corporate Risk Register
<p>The Committee received the Corporate Risk Register.</p> <p>DG summarised the current Corporate Risk Register which was approved by Leadership Team at its meeting in July. Nine risks were listed and she briefly updated the Committee on the following risks:</p> <ul style="list-style-type: none"> • Risk 1531. There is a risk that we will fail to exploit data to inform and direct public health action and interventions. The risk was being actively managed led by the Head of Data. Significant mitigation was carried out in August by Digital Health and Care Wales (DHCW) who were assessing 3 possible replacement options. A further briefing from DHCW was due on 16 September 2024 regarding the replacement. The risk was reviewed on 2 September 2024 by the Digital Data Design Authority for all members to cascade and update Directorates on progress. 	

- Risk 1533. There is a risk of reputational damage and failure to effectively implement the HIA statutory regulations that form part of the Public Health Wales Act. The risk continues to be managed well and mitigations continue against the plan.
- Risk 1593. The Risk that we are unable to demonstrate that the quality standards and the Duty of Quality are embedded in our systems. A new Quality Oversight Group (QuOAG) had been established to manage the actions and address the risk. Several controls were no longer in place and had been removed but this had not affected the residual risk score.
- Risk 1614. The risk that Public Health Wales Board and Committees cannot take sufficient assurance that the NHS Wales Executive is carrying out its functions. An Assurance map would be formally agreed, however reporting to Committees and Business Executive Team had commenced in line with the schedule (pending finalisation). Reports were submitted to ACGC in May, and QSIC in July and regular meetings between Chief Executive and NHSE continued.
- Risk 1648. The risk that Public Health Wales will lose access to Primary Care data. The target score had been reduced to 4. An impact assessment had been updated with the Antimicrobial Resistance Team and “handed in”. DHCW were of the opinion that Public Health Wales’ use of Audit+ was a byproduct of the original contract. They had proposed a three-part solution: the first to replace the GP functions; the second to replace the secondary use of personal data; and the third to replace the operational data. Work remained to identify a useful solution taking into consideration immediate costs and future affordability.
- Risk 1654. The risk of inadequate follow up DBS checks undertaken by Public Health Wales. This risk was escalated onto the Corporate Risk Register in July 2024. A DBS Compliance Officer commenced in post on 2 September 2024 and an audit would be completed by 31 March 2025 and the results reported to the Safeguarding Group.
- Risk 1655. The risk of harm to the population, in relation to vulnerable groups due to inappropriate appointments made to positions of trust. This risk was escalated on the Corporate Risk Register in July 2024. A residual score of 9 and target score of 6 has since been indicated.
- Risk 1656. The risk of significant damage to the reputation of the Organisation should a member of staff be inappropriately appointed into a position of trust and an incident occur. This risk was escalated onto the Corporate Risk Register in July 2024. A residual score of 9 and target score of 6 has since been indicated.

MM reminded the Committee that Non Executive Directors received the Strategic Risk Register and this presentation had reminded him of the importance of the Committee also reviewing the Corporate Risk Register given how the risks could impact the Organisation.

The Committee asked for a more detailed explanation regarding the DBS risk (1654). DG explained the risk related to initial checks when employment commenced and further checks were not undertaken. The risk had been disaggregated into different risks areas, the risk of harm to the public and risk to the reputation of the Organisation. A further Audit would be completed by 31 March 2025.

The Committee **considered** and took **assurance** on the Corporate Risks Register.

ACGC 6/2024.09.10	For Information
ACGC 6.1/2024.09.10	Finance, Procurement and Counter Fraud
None.	
ACGC 6.2/2024.09.10	Internal, External and Clinical Audit
None.	
ACGC 6.3/2024.09.10	Managing Risk
The Committee received the Strategic Risks Register.	
ACGC 6.4/2024.09.10	Governance and Accountability
None.	
ACGC 6.5/2024.09.10	Committee Work Plan
The Committee received the Work Plan.	
<p>The Committee asked when the Private meeting with Internal and External Audit and Counter Fraud took place. LB informed the Committee that regular meetings took place between the Chair and Internal and External Audit and Counter Fraud before each Committee meeting and the Private meetings were held in March.</p>	
ACGC 7/2024.09.10	Closing Administration
Date of next Committee meeting:	
14 January 2025	
The Committee was asked to e-mail feedback on the meeting to LB.	
Any Other Business	
None.	
MM thanked everyone for their contributions and closed the meeting.	
The Meeting closed at 11:35	

**Unconfirmed Minutes of the Public Health Wales
Audit and Corporate Governance Public Session Committee Meeting
10 September 2024 at 10:00, in 3.2 CQ2 and via Microsoft Teams**

Part B

Present		
Mohammed Mehmet	(MM)	Non-Executive Director, Chair
Clare Jenkins	(CJ)	Non Executive Director and Vice Chair of the Board
Tamsin Ramasut	(TR)	Non-Executive Director
In Attendance:		
Henry Bales	(GL)	Counter Fraud Specialist
Anne Beegan	(AB)	Audit Wales
Liz Blayney	(LB)	Deputy Board Secretary and Board Governance Manager
Paul Dalton	(PD)	Head of Internal Audit, Audit and Assurance Services, NHS Wales Shared Services Partnership
Huw George	(HG)	Deputy Chief Executive and Director of Operations and Finance
Claire Green	(CG)	National Director of Financial Planning and Delivery and Responsible Officer, NHS Executive
Ian Kent	(IK)	Finance Manager (Observer)
Alun Lloyd	(AL)	Independent Adviser
Jane Matthews	(JM)	Head of Financial Reporting and Control
Stuart Silcox	(SS)	Assistant Director of Integrated Governance
Apologies		
Tracey Cooper	(TC)	Chief Executive
Nick Elliott	(NE)	Interim Chair
Paul Veysey	(PV)	Board Secretary and Head of the Board Business Unit
Angela Williams	(AW)	Deputy Director of Operations and Finance
The meeting commenced at 11:35		
ACGC 8/2024.09.10 Welcome and Apologies for Absence		
MM opened the meeting and welcomed all present, noting that the meeting was held electronically and in person at CQ2.		
The Committee noted 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 January 2025.		
The apologies for absence received were noted.		
ACGC 9/2024.09.10 Declarations of Interest		

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

ACGC 10/2024.09.10 | NHS Executive Business

The Committee **considered** the NHS Executive Audit and Corporate Governance Committee (ACGC) Quarterly Assurance Report.

In introducing the Report, CG informed the Committee action had begun to initiate Internal Audit planning in line with the Hosting Agreement, the plan would be shared with Public Health Wales as soon as it had been agreed.

Action: CG

Implementation of the DATIX system to manage and report risk across the NHS Executive was underway.

Two audit breaches had been reported and would be followed up and reported at a future meeting of the Committee. One data breach was reported which was investigated by the Public Health Wales Information Governance team, training has been implemented following the breaches and no further action was necessary.

The establishment of an Agreements Register was underway and the Public Health Wales Procurement Team were developing an active monitoring process for the NHS Executive to monitor trends in the procurement process.

The Committee asked if there were plans to Audit the working relationship of Public Health Wales and the NHS Executive. PD informed the Committee that a placeholder was in place in the 2024/25 work plan which had been suggested as a possible audit of governance relationships between the two Organisations.

The Committee asked whether the two Organisations would be sharing SharePoint and IT facilities. CG informed the Committee the NHS Executive had been asked to be front runners in the transitioning process in moving data storage to the cloud.

The Committee asked whether the NHS Executive were managing Freedom of Information requests in a timely manner. CG informed the Committee that the formation of the NHS Executive had generated a larger than expected number of requests and these were being managed using a flowchart designed in collaboration with colleagues at Public Health Wales..

Risk Management (Quarterly)

The Committee:

- Took **assurance** that there was an effective risk management process within the NHS Executive.
- Took **assurance** that any risk identified by the NHS Executive in this report is relevant to Public Health Wales and had been appropriately escalated.

Audit Activity (Quarterly)

The Committee:

- **Noted** that action has been initiated to clarify audit plans for 2024/25 for the NHS Executive.



- Took **assurance** that the management response for the Internal Audit Advisory Review on ‘the management and governance of service arrangements within the Networks and Planning function’ had been reported to Welsh Government for accountability, and that the NHS Executive was appropriately acting upon the matters raised in the Audit through the implementation of the management response.
- **Noted** that two audit breaches were being reported to ACGC in September, one has been resolved and detail had been requested by the NHS Executive on the second.
- **Noted** that no new audit activity has been initiated during the reporting period

Counter Fraud Compliance (Quarterly)

The Committee:

- **Noted** that there has been no Counter Fraud activity reported to the NHS Executive.

Information Governance Compliance (Quarterly)

The Committee:

- Took **assurance** that the NHS Executive had complied with Public Health Wales Information Governance Policy and processes.
- **Noted** one exception identified as a data breach and took **assurance** that the non-compliance has been reviewed and discussed with the Public Health Wales Information Governance lead, and appropriate action taken.
- Took **assurance** that any non-compliance which represents a regulatory risk to Public Health Wales was being appropriately managed.

NHS Executive Agreements Register (Bi Annual)

The Committee:

- Took **assurance** that action was being taken by the NHS Executive to collate a register of joint working agreements, and would be maintained, in line with the Joint Working Framework requirements.

Declarations of Interest (Bi Annual)

- Took **assurance** that the NHS Executive maintained a register of declarations of interests of relevant senior roles in accordance with the Public Health Standards of Behaviour Policy.

ACGC 7/2024.09.10 | **Closing Administration**

Date of next Committee meeting:

14 January 2025

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

Any Other Business

HG thanked MM for his hard work in his role as Non-Executive Director of Public Health Wales and wished him well for the future.



MM thanked everyone for their contributions and closed the meeting.

The Meeting closed at 12:00

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