



Gofal Cymdeithasol **Cymru**  
Social Care **Wales**

## **CYFARFOD BWRDD / BOARD MEETING: 27.04.17**

**EITEM/ITEM:**

**3**

**TEITL/TITLE:**  
**SCW/17/01**

**Rheolau Sefydlog ar gyfer cyfarfodydd Bwrdd Gofal  
Cymdeithasol Cymru**

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CONTRIBUTIONS FROM:**

**ATODIADAU/APPENDICIES:**

**Atodiad 1**

**Rheolau Sefydlog ar gyfer cyfarfodydd Bwrdd Gofal  
Cymdeithasol Cymru**

**TRAFODWYD YN FLAENOROL YN/ITEM PREVIOUSLY DISCUSSED AT:**

Cyfarfod Uwch Dim Rheoli.

**PENDERFYNIAD / DECISION:**

Gwahoddir aelodau'r Bwrdd i **ystyried** a **chymeradwyo'r** Rheolau Sefydlog ar gyfer cyfarfodydd Bwrdd Gofal Cymdeithasol Cymru.

## **Rheolau Sefydlog ar gyfer cyfarfodydd Bwrdd Gofal Cymdeithasol Cymru**

### **1. Cyflwyniad**

- 1.1 Mae'r adroddiad yma yn rhoi'r cyfle i Aelodau i ystyried a chymeradwyo'r Rheolau Sefydlog ar gyfer cyfarfodydd bwrdd Gofal Cymdeithasol Cymru.
- 1.2 Mae'r Rheolau Sefydlog yn nodi sut y bydd y cyfarfodydd bwrdd yn cael ei rhedeg a'r disgwyliad ar Aelodau bwrdd yn ystod y cyfarfodydd. Mae'r rheolau sefydlog hefyd yn nodi'r ymddygiad a ddisgwylir gan aelodau bwrdd yn ystod cyfarfodydd er mwyn sicrhau rhediad effeithiol o gyfarfodydd y bwrdd.

### **2. Argymhelliad**

- 2.1 Gwahoddir aelodau'r Bwrdd i **ystyried** a **chymeradwyo'r** Rheolau Sefydlog ar gyfer cyfarfodydd Bwrdd Gofal Cymdeithasol Cymru.



## Gofal Cymdeithasol **Cymru** Social Care **Wales**

### **Standing Orders for Social Care Wales Board meetings**

#### **Introduction**

Social Care Wales uses its powers under paragraph 10, Part 4, Schedule 2 of the Regulation and Inspection of Social Care (Wales) Act 2016 to set its own procedure for the running of board, committees and sub-committees.

#### **1. The Board and its members**

- 1.1 The Regulations as noted in Part 2, Schedule 2 of the Regulation and Inspection of Social Care (Wales) Act 2016 will apply in relation to the appointment, pay, term of office, resignation and dismissal of board members.

#### **Appointment of Chair**

- 1.2 The Chair will be a lay<sup>1</sup> person and appointed by Welsh Ministers.

#### **Appointment of Deputy Chair**

- 1.3 Board members can appoint a member who is a lay person to be the Deputy Chair for a period of time as specified at the date of appointment but not exceeding their term of office. The Deputy Chair can resign at any time by giving notice in writing to the Chair.

#### **Appointment of Members**

- 1.4 The Board will consist of a Chair and no more than 14 other members.
- 1.5 All Board Members will be appointed by Welsh Ministers for a period of up to four years which will be specified on appointment.

#### **Termination of office**

- 1.6 A Member may resign at any time by giving notice in writing to Welsh Ministers.

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<sup>1</sup> Paragraph 2(6) of Schedule 2 to the Regulation and Inspection of Social Care (Wales) Act 2016 provides states 'in exercising their functions under this paragraph the Welsh Ministers must have regard to the desirability of appointing a varied membership which comprises a majority of persons who are not and have not been, social care workers or representatives of social care workers.'

- 1.7 If a Board Member fails to attend two consecutive board meetings or attendance falls below 60% (after the first 2 meetings) the Chair will write to the member asking:
- i. Whether the absence was due to a reasonable cause; and
  - ii. Whether the Member will be attending the next scheduled Board meeting.
- 1.8 If a Member fails to attend two consecutive Board meetings or attendance falls below 60% (after the first 2 meetings), and does not reply to the Chair's correspondence in 1.7 above or does not provide a reasonable explanation for absence or confirmation of attendance at the next Board meeting, the Chair will inform Welsh Ministers who will terminate the member's term of office by giving written notice unless it is satisfied that:
- i. The absence was due to a reasonable cause; and
  - ii. The person in questions will be able to attend future Board Meetings within a reasonable period.

## **2. Board meetings**

### **Schedule of meetings**

- 2.1 The Board will normally hold a minimum of four meetings a year. A schedule of meetings will be published in advance following agreement with the Chair of the Board.

### **Meetings venue**

- 2.2 Venues for the board meetings will be fully accessible to all persons, their carers and facilitators.

### **Chair of meetings**

- 2.3 The Chair of the Board will Chair all meetings of the Board. If the Chair is unable to attend, the Deputy Chair will Chair. If the Chair nor the Deputy Chair is able to attend the meeting, the members present at the meeting will elect one of the members present to Chair the meeting. The person elected must be a lay member of the board.

### **Nature of meeting**

- 2.4 The Board may hold ordinary and extraordinary meetings. Public meetings shall be conducted bilingually (in Welsh and English) by the use of a simultaneous translation service.
- 2.5 Ordinary meetings will be timetabled in advance in accordance with Social Care Wales's annual planning cycle and in consultation with the Chair. All

other meetings are extraordinary meetings. Extraordinary meetings may be called:

- 2.5.1 by the Chair at any time
- 2.5.2 by the Chief Executive at any time
- 2.5.3 by members of the Board if, having presented a request for a meeting signed by at least two thirds of the members to the Chair.

### Notice of meetings

- 2.6 Meetings of the Board will not be invalidated if any member fails to receive the notice of meeting required in accordance with these standing orders.
- 2.7 Before each board meeting, the news section of the Members Portal (SCWonline) will note the date, time and venue of the meeting. The agenda and papers for the meeting will be uploaded onto the meeting papers section of the Portal at least 7 days before the day of the meeting. In exceptional circumstances and with agreement of the Chair papers for Board Meetings will be uploaded less than 7 days before a meeting to ensure that members are receiving the most up to date information.
- 2.8 As a general rule, no business items shall be discussed other than the agenda items noted on the agenda. The Chair of the meeting can at their discretion allow additional items or urgent items (which is not on the agenda) to be discussed at the meeting.
- 2.9 If Board Members would like to suggest agenda items for discussion at ordinary meetings they need to notify the Chair at least four weeks before the date of the meeting. The Chair and Chief Executive will decide whether the agenda item will be included on the agenda or not.

### Quorum

- 2.10 No Board meeting will be held unless the meeting is quorate. A quorum will be 50% of members, (rounded up if required) plus one. The Chair of the meeting is included in this number.

Number of members	Quorum required
10	6
11	7
12	7
13	8
14	8
15	9

- 2.11 A quorum of members must be present throughout each Board meeting. If after a count of numbers the meeting is not quorate the Chair will stop the meeting and any agenda items will be discussed at the next ordinary meeting unless an extraordinary meeting is required.

## **Declaration of interest**

- 2.12 If a Member has a relevant interest in any matter to be discussed and is present at a Board Meeting at which the matter is being discussed, the member will inform the Chair of the interest during the agenda item 'declaration of interest'. Following the declaration of interest the Member will not take part in the discussion, decision or vote on that agenda item if deemed appropriate by the Chair. The Chair may also ask the member to leave the room whilst the agenda item is being discussed. The member will not be counted as part of the quorum for the agenda item for which they have declared an interest. If the meeting is no longer quorate due to the member not being a part of the discussion then the agenda item may not be discussed or voted on at that meeting.

## **Procedure**

- 2.13 The business will be discussed in the order as noted on the agenda unless the Chair decides otherwise.
- 2.14 Member who want to speak will raise their hand and will normally (but not necessarily) be invited to speak by the Chair in the order which they do so.

## **Voting**

- 2.15 Any item at a meeting may require members to vote to come to a decision. The Board must be quorate before any voting can take place.
- 2.16 Each Member is entitled to one vote. If votes are equal, the Chair will have a second or casting vote. There is no restriction on how the Chair chooses to use the casting vote.
- 2.17 Unless a recorded vote is required, the Chair will take the vote by a show of hands. A Member can request for their vote for or against or abstention to be recorded in the minutes should they wish.
- 2.18 Where a recorded vote is required, the names of members for and against or abstaining will be recorded in the minutes.
- 2.19 A Member, who is absent at the time of the vote, may not vote by proxy.

## **Minutes and papers**

- 2.20 The names of all Members present at a meeting will be recorded in the minutes of the meeting and used as evidence of attendance at meetings following agreement of the draft minutes at the next Board meeting.
- 2.21 Board meetings will be open to the public, although there may be a need for some items to be discussed in private following agreement with the Chair. Papers for the meetings will be available on Social Care Wales's website up to 7 days prior to the meeting.

## **Confidentiality**

- 2.22 Papers prepared for the Board meetings will be public documents unless noted as confidential (Official: Sensitive) by the Chair or Chief Executive. The agenda, papers and minutes of private Board meetings will not be made available to the public.
- 2.23 Papers prepared for Committees, Sub-Committees, Working and Reference Groups are confidential to them and Social Care Wales unless the Board or the Chief Executive decides otherwise. Minutes from Committee meetings will be available to Board Members on the member's portal.
- 2.24 Members will use their discretion in discussing Board business with other parties. Discussions should only be undertaken in order to facilitate or promote effective evaluation or decision making processes. Where matters are discussed during the Board's private meetings, when Board papers are marked as confidential (Official: Sensitive) and when the Chair instructs the Board business or discussion will be treated as confidential, the nature and content of the business must not be divulged or discussed with anyone other than members or officers.

## **Recording of meetings**

- 2.25 No part of any Board Meeting will be filmed, recorded on tape or other medium of broadcast in any manner without the permission of the Chair of the meeting.

## **Attendance at Board meetings**

- 2.26 In addition to the Board Members, meetings of the board will normally be attended by:
- the Executive Management Team
  - Board Secretary
  - Other members of staff for agenda items which they are presenting and available to answer questions
  - Other members of staff to hear the debate where the Board's discussion will inform their work or as part of their professional development.

## **Welsh Government representatives**

- 2.27 Representatives of Welsh Government are able to attend Board meetings, or meetings of any Committees of the board, and may take part in discussions (but not decisions) at those meetings.

## **Other participants**

- 2.28 The Chair may invite a representative of another body or an individual to attend a meeting of the Board, either for a particular agenda item or for the whole meeting.

### **Withdrawal of non-Board members**

- 2.29 The Chair may request the withdrawal of members of staff and/or representatives and/or participants if they deem it appropriate at any time during a Board meeting. In such a case the Board Secretary, or the person acting on behalf of the Board Secretary, will stay to minute that part of the meeting.

### **Admission and exclusion of the press and public at meetings**

- 2.30 Unless meetings are to be held in public, only members of the Board and Social Care Wales staff as may be required will be permitted to attend.
- 2.31 The Board will hold meetings in public unless:
- 2.31.1 the matters to be considered are of a confidential nature (e.g. where a duty of confidence is owed to a third party) in which case all persons other than as set out in S.O. 2.31 will be required to leave the meeting whilst such matters are discussed; or
  - 2.31.2 the Chair of the meeting determines it inappropriate to hold the meeting, or any part of it, in public (and the Chair shall be required to give reasons for his/her determination if requested) and all persons other than as set out in S.O. 2.31 will be required to leave the meeting or part of the meeting as may be applicable.
- 2.32 If a member of the public interrupts the proceedings of any meeting, the Chair shall warn them that if they continue to interrupt the meeting they will be excluded from the meeting. If that person continues the interruption the Chair shall order their exclusion from the meeting.
- 2.33 Where, in the opinion of the Chair, the extent of any disturbance to a meeting (from the public or otherwise) renders the due and orderly conduct of business impossible, the Chair shall adjourn the meeting for such period as is considered appropriate.

### **Rules of debate**

- 2.34 Members should not make any offensive personal references or use offensive expressions or improper language to any other Member or any employee of Social Care Wales.
- 2.35 A Member must speak about the subject under discussion. The Chair may note any irrelevance, repetition, inappropriate language or other improper conduct by a member, where a member persists in that conduct, the Chair may ask that the Member stops speaking.



2.36 A decision by the Chair shall be final and shall not be open to debate.

### **General conduct by members**

2.37 All Members are expected to be focused on the discussions taking place within the Board meeting to ensure they actively contribute and take part in the discussions.

### **Disorderly conduct by members**

2.38 If at a meeting any member of the Board, in the opinion of the Chair consistently ignores their decision, behaves irregularly, improperly, or offensively or willfully obstructs the business of the Board, the Chair may exclude that member from taking any further part in the proceedings (or any part of the proceedings) and that member shall not count towards the quorum of that meeting during his or her period of exclusion or the Chair may stop the meeting for a time.

2.39 If members' behaviour during meetings in the opinion of the Chair makes the meeting difficult to conduct then the Chair can stop the meeting as required.

## **3. Appointment of Council, Committees and Sub-Committees**

3.1 The Board may appoint Committees of the Board which may appoint Sub-Committees. The provisions of the Regulations shall apply in respect of the appointment, tenure and resignation and removal of members of Committees and Sub-Committees.

3.2 Committees may be made up of completely or partly of members of the Board or people who are not members of the Board. Sub-Committees may consist completely or partly of members of the appointing Committee (whether or not they are Board members) or completely of people who are not members of the Board or their appointing Committee.

3.3 The size, pattern of representation and Terms of Reference of each Committee will be decided by the Board (or, in the case of Sub-Committees, by the appointing Committee). Each Committee may appoint such Sub-Committees as it deems necessary to fulfil its responsibilities subject to budgetary constraints.

3.4 Appointments to a Committee and Sub-Committee will be made on behalf of the Board by the Chair of the Social Care Wales Board, the Chief Executive and the Chair of the Committee or, in the case of Sub-Committees, the Chair of the appointing Committee and will be approved by the Chair.

3.5 Board members appointed to a Committee may serve no longer than four years on a Committee, subject to the decision of the Chair of the Board. Co-opted members will serve for a period of four years.

- 3.6 The Board can at any time appoint or dissolve a Committee or Sub-Committee or alter its membership.
- 3.7 The Chair of the Board is an ex-officio member of all Committees and Sub-Committees and is to be regarded as additional to any specified maximum membership.
- 3.8 Required attendance at Committees is the same as for the Board meetings as specified in 1.7 and 1.8.

#### **4. Powers and responsibilities of the Board and its Committees, Sub-Committees, working and reference groups**

##### **Working and Reference Groups**

- 4.1 The Board and/or its Committees may establish informal working and reference Groups to carry out research and consultation as the Board and/or its Committees may decide, no delegated authority will be available unless authorised by the Board.

##### **Legislative requirements**

- 4.2 The Board and its Committees, Sub-Committees, Working and Reference Groups will conduct their proceedings in accordance with all applicable legislation (including without limitation the Regulation and Inspection of Social Care (Wales) Act) as may be amended or replaced from time to time.

##### **Board accountability**

- 4.3 The Board, in exercising its overall responsibilities will concentrate on:
- establishing and taking forward the strategic aims and objectives of Social Care Wales consistent with its overall purpose and within the policy and resources framework determined by the Minister;
  - ensuring that the Minister is kept informed fully of any changes that are likely to impact on the strategic direction of Social Care Wales or on the attainability of its targets, and of steps needed to deal with such changes;
  - ensuring compliance with any statutory or administrative requirements in respect of the use of public funds; that it operates within the limits of its statutory authority and any delegated authority agreed with the sponsor department, and in accordance with any other conditions relating to the use of public funds; and that, in reaching decisions, it takes into account guidance issued by the Welsh Government;
  - ensuring that it receives and reviews regularly, financial information concerning the management of Social Care Wales; that it is informed in a timely manner about any concerns as to the activities of Social Care Wales; and that, where applicable, it provides positive assurance to the Minister via the sponsor team that appropriate remedial action has been taken to address any such concerns;

- demonstrating high standards of corporate governance at all times, including by using the Audit and Risk Committee to help the Board to address key financial and other risks; and
- appointing, with the prior approval of the Minister, a Chief Executive.

- 4.4 All other matters may be delegated to Committees and staff through delegation. The Board recognises that, while delegating certain tasks to others, the Board itself remains ultimately responsible and accountable for all the decisions taken in its name, whether directly or through its delegation arrangements. The Board, therefore, retains the right to amend or overturn any decision or action of a Committee, Sub-Committee, Working or Reference Group. Any matters delegated to Committees will be set out in their Terms of Reference.
- 4.5 The Board Sub-Committees, Working and Reference Groups have no executive authority and are advisory only to the Board.

### **Matters requiring a decision of the Board/Varying Standing Orders**

- 4.6 The following matters require a decision by the Board and may not be delegated:
- Matters required by Statute;
  - The making, alteration or revocation of Standing Orders.
- 4.7 Subject to the matters set out in the introduction to these Standing Orders, the Council may vary or revoke these Standing Orders at any time and may also suspend all or any of these Standing Orders at any time.
- 4.8 Matters requiring a decision of the Board can be found in 'Matters only the Board can approve' as part of the Scheme of Delegation.

### **5. Matters of an urgent nature**

- 5.1 The Chief Executive is authorised to take urgent action in respect of matters which would normally be determined by the Board or one of its Committees if required between meetings or before the next scheduled meeting.
- 5.2 Urgent action by the Chief Executive will normally be taken in consultation with the Chair of the Board or (in the case of Committee business) the appropriate Committee Chair, unless there are good reasons why such consultation cannot be undertaken. Such urgent action will be reported to the next meeting of the Board or Committee together with an explanation for the grounds of urgency.

### **Internal Audit Matters**

- 5.3 The Internal Audit Service shall report directly to the Audit and Risk Committee or to the Chair of the Board between meetings, where matters of

propriety need to be reported, and to do so through line management would be inappropriate in the opinion of the Head of Internal Audit.

## **6. Equal opportunities**

- 6.1 The transactions of the Board and its Committees, Sub-Committees, working and reference Groups, including written and oral reports, discussions, decisions, business plans and annual work plans, will have regard to Social Care Wales' Equality policies and all applicable legislation (including without limitation the Human Rights Act 1998, the Equality Act 2010 the Data Protection Act 1998 and the Welsh Language (Wales) Measure 2011 (as the same may be amended or replaced from time to time).

## **7. Board and Committee effectiveness**

- 7.1 At the end of each Board and Committee the Chair will ask members for feedback on the effectiveness of the meeting.
- 7.2 On an annual basis there will be a formal effectiveness review of the Board and its Committees by members of the relevant Board or Committee. Feedback from these reviews will be used to continuously improve how the Board and Committees work.