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## Welsh Government Board Terms of Reference

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### Membership and Role

The Board oversees the governance and organisational strategy for the Welsh Government. It sits alongside the Executive Committee and provides strategic advice, challenge and assurance for the organisation. Board members are appointed by the Permanent Secretary in line with Civil Service best practice, and current membership is at **Annex A**.

The role of the Board is to provide:

- Assurance to the Permanent Secretary in discharging her role as Principal Accounting Officer. The Board should support her to ensure that the organisation operates to the highest standards of governance, financial management, management of risks and processing of the annual accounts.
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- Strategic advice on the delivery of the Government's priorities in line with the objectives of the Wellbeing of Future Generations Act. These include the First Minister's Manifesto Commitments; *Taking Wales Forward* and the national strategy, *Prosperity for All*;
- Challenge to the organisation and advice to the Permanent Secretary on organisational strategy, design and workforce planning to ensure the organisation continues to be fit for purpose, adequately resourced and promotes equality and diversity throughout the organisation.

### Modes of operation

- The Board meets formally every six weeks and periodically for less formal working sessions.
- Board papers are circulated five working days before the Board meeting, and minutes are circulated to members within ten working days of the date of the meeting.
- Board members are expected to adhere to the Board Members' Code of Conduct, at **Annex B**.
- Formal letters will be issued to Board members who join and depart the Welsh Government Board.

## **Sub-Committee Structure**

- The Board has two Sub-Committees: Senior Civil Service Remuneration Committee and Audit & Risk Assurance Committee (each Chaired by a Non-Executive Director). A structure diagram is at **Annex C**.
- The Board may also establish ad hoc groups, as required, to deliver key corporate priorities.
- The Non-Executive Directors are members of the Finance Sub Committee and the People and Corporate Services Sub Committee which report to the Executive Committee.

## **Annex A**

### **Board Membership**

- Shan Morgan, Permanent Secretary
- Gareth Lynn, Non-Executive Director
- Meena Upadhyaya, Non-Executive Director
- Ellen Donovan, Non-Executive Director
- Jeff Farrar, Non-Executive Director
- Andrew Goodall, Director General - Health and Social Services
- Tracey Burke, Director General - Education and Public Services
- Andrew Slade, Director General - Economy, Skills and Natural Resources
- Desmond Clifford, Director General for the Office of the First Minister and Brexit
- Reg Kilpatrick, Director General, Covid Crisis Coordination
- Helen Lentle, Legal Services Director
- David Richards, Director – Governance and Ethics
- Peter Kennedy, HR Director
- Natalie Pearson, Head of Organisational Development and Engagement
- Andrew Jeffreys, Director Treasury - Board Equality and Diversity Champion
- Gawain Evans, Finance Director
- Robin Bradfield, Trade Union Side (TUS Chair)
- Charlotte Thomas \* - Shadow Board member
- Charlotte Cosserat \* Shadow Board member
- Francesca Hill \* Shadow Board member

\* Full Members of the board, from the WG staff body, who attend in rotation.

## **Board Members' Code of Conduct**

### **General Conduct**

- Board members should:
  - give priority to attending Board meetings and attend in a timely manner. If they are unable to attend a meeting or any part of it, the Secretariat should be notified in advance;
  - where an Executive member of the Board is unable to attend a meeting, they should designate an appropriate deputy to attend in their place;
  - fully apprise themselves of the detail of business to be discussed in advance of each meeting in order to play a full and active role in the work of the Board;
  - respect the Chair and fellow members of the Board, treating them with courtesy at all times;
  - ensure they adhere to the requirements of the Welsh Language Standards;
  - adhere to the Nolan Principles.
  - Non-Executive Directors (NEDs) will not be commissioned to take on other roles for the Welsh Government which are not undertaken as part of their NED role. In addition, the Welsh Government would only be content for its NEDs to undertake roles for arms-length bodies of the Welsh Government where it is convinced that there is only minimal scope for conflict of interest; where it is confident that that conflict of interest can be managed properly; and where there is a clear public benefit in the NED undertaking the additional role with an arms-length body. NEDs are invited to have informal discussions with the secretariat if they are considering such appointments.

### **Openness**

- Board agendas, minutes and papers are published on the internet six weeks after the meeting, in accordance with the Welsh Government's Publication Scheme.
- The Secretariat maintains a Register of Board members' private interests, and this Register is updated on an annual basis.
- Where a member of the Board has a concern about a potential conflict between their business and private interests, they are required to declare this at the relevant meeting. Any such declaration will be recorded in the minutes.

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- Board members will discuss with the Permanent Secretary in advance of any new roles or appointments that could represent a conflict of interest.
- The expenses claimed by Board members, including the Non-Executive Directors, are published on the Board's internet site.
- A commentary on the Board, its membership and its work is included in the Permanent Secretary's foreword to the Annual Accounts.
- An annual review will be undertaken to assess the effectiveness of the Board.

Annex C – Structure diagram

