



Llywodraeth Cymru
Welsh Government

POLICY AND STRATEGY, DOCUMENT

Welsh Government Board terms of reference

The role, structure and membership of the Welsh Government Board.

First published: 1 December 2015

Last updated: 28 June 2024

This document was downloaded from GOV.WALES and may not be the latest version.

Go to <https://www.gov.wales/welsh-government-board-terms-reference-html> for the latest version.

Get [information on copyright](#).

Contents

Membership and role

Modes of operation

Sub-committee structure

Annex A

Annex B

Annex C

This document was downloaded from GOV.WALES and may not be the latest version.

Go to <https://www.gov.wales/welsh-government-board-terms-reference-html> for the latest version.

Get [information on copyright](#).

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 his 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.
- 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 and Corporate Services Sub Committee which report to the Executive Committee.

Annex A: Board membership

- Andrew Goodall, Permanent Secretary
- Mutale Merrill, Non-Executive Director
- Aled Edwards, Non-Executive Director
- Carys Williams, Non-Executive Director
- Mike Usher, Non-Executive Director
- Amelia John, Interim Director - Communities & Tackling Poverty
- Tim Moss, Director General and Chief Operating Officer
- Dean Medcraft, Director of Finance
- Tracey Burke, Director General – Climate Change and Rural Affairs
- Andrew Slade, Director General – Economy, Treasury and Constitution
- Judith Paget, Director General – Health and Social Services and Chief Executive, NHS Wales

- David Richards, Director – Governance and Ethics
- Dom Houlihan, Director, People & Places
- Nia James, Interim Director Legal Services

The Co-Chairs of the Shadow Board are participating observers and are drawn from grades below the Senior Civil Service to provide different perspectives and views on the issues discussed at the Welsh Government Board.

Annex B: Board Members' Code of Conduct

General conduct

Board members should:

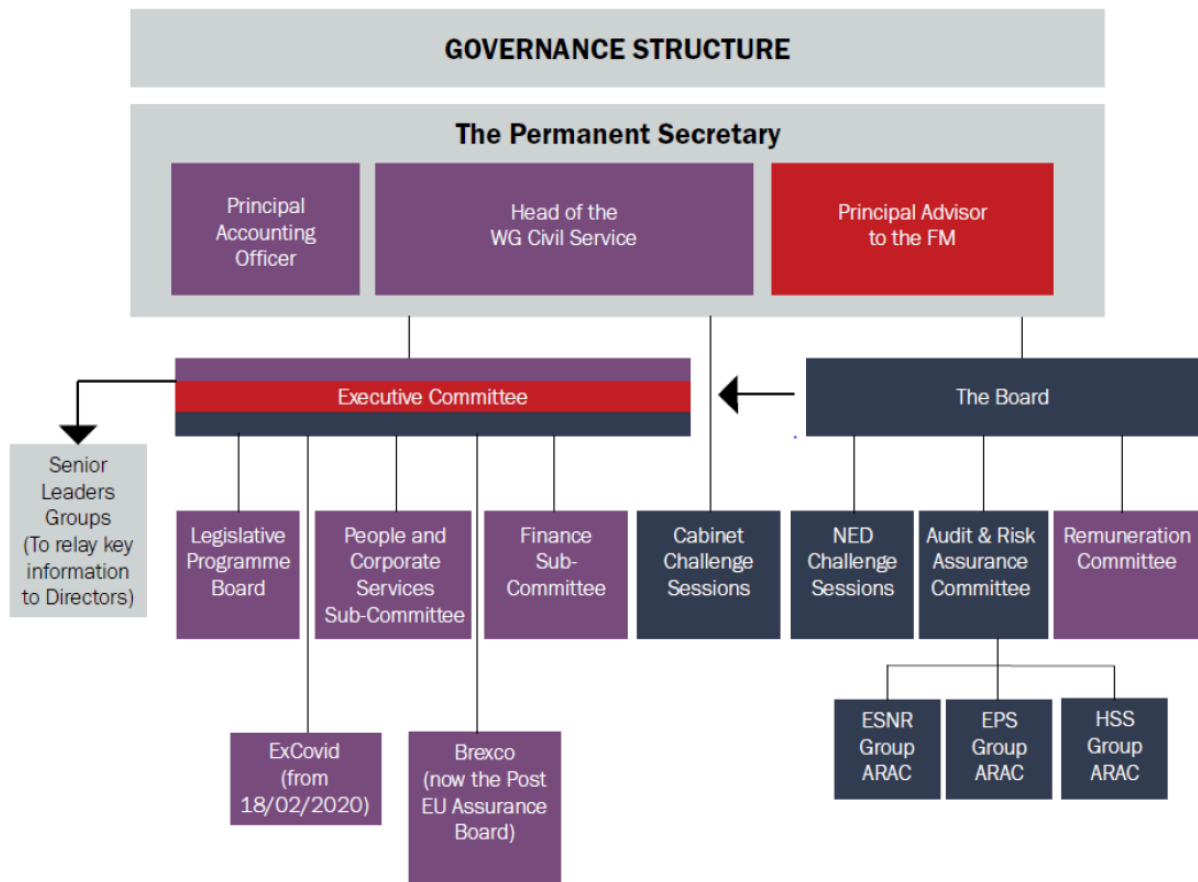
- give priority to attending Board meetings and attend in a timely manner. If they are unable to attend a meeting or any part of it, the Secretariat should be notified in advance;
- where an Executive member of the Board is unable to attend a meeting, they should designate an appropriate deputy to attend 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.
- 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



This document may not be fully accessible.
 For more information refer to our [accessibility statement](#).

This document was downloaded from GOV.WALES and may not be the latest version.
 Go to <https://www.gov.wales/welsh-government-board-terms-reference-html> for the latest version.
 Get [information on copyright](#).