

Welsh Government Board Terms of Reference

Membership and Role

- The Board supports, challenges and advises the Permanent Secretary in discharging her role. 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:
 - oversee the effective delivery of *Taking Wales Forward* for the First Minister and his Cabinet, through the *Prosperity for All Strategy*, and in line with the objectives of the Wellbeing of Future Generations Act, and ensure that departmental objectives and resources are closely aligned;
 - help ensure that the organisation is resourced, structured and skilled to meet future demands and functions by providing advice to the Permanent Secretary on the strategic allocation of internal resources to support Ministerial priorities;
 - provide advice and challenge to the Permanent Secretary in discharging her role as Principal Accounting Officer in ensuring that the organisation operates to the highest standards in respect of governance, decision making and financial management.

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 five working days of the date of the meeting.
- Board members are expected to adhere to the Board Members' Code of Conduct, at **Annex B**.

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).
- The Board may also establish ad hoc groups, as required, to deliver key corporate priorities.
- Terms of reference of these Sub-Committees are currently under review.

Board Membership

- Shan Morgan, Permanent Secretary
- 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
- Jeff Godfrey, Legal Services Director
- David Richards, Director - Governance
- Peter Kennedy, HR Director
- Natalie Pearson, Head of Organisational Development and Engagement
- Gillian Baranski, Board Equality and Diversity Champion
- Gawain Evans, Finance Director
- Gareth Lynn, Non-Executive Director
- Ann Keane, Non-Executive Director
- Ellen Donovan, Non-Executive Director
- Jeff Farrar, Non-Executive Director

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.

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.
- 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.