

# Conwy and Denbighshire Public Services Board

## Terms of Reference

### 1. Statutory Requirements

- 1.1 The Well-being of Future Generations (Wales) Act 2015 (“the Act”), places a well-being duty on specified public bodies to carry out sustainable development. Part 4 of the Act requires the establishment of Public Services Boards (PSB) whereby public bodies act jointly to contribute to the achievement of the well-being goals.
- 1.2 There must be a PSB for each Local Authority area in Wales. However section 47 of the Act permits two or more PSBs to merge if they consider it would assist them in contributing to the achievement of the well-being goals. Section 48 of the Act also permits two or more PSBs to collaborate if they consider it would assist them in contributing to the achievement of the well-being goals.
- 1.3 The powers granted in section 47 of the Act have been used to merge the separate PSBs of Conwy and Denbighshire into a single PSB for the Conwy and Denbighshire area (“the Board”). This decision has been taken by the Board with the understanding of risk that there is currently no provision within the Act to separate the Board.

### 2. Aim

- 2.1 The Board will take a leadership approach, and be ambitious, innovative and motivated to work together to find sustainable service solutions and use our collective voice as partners to influence and advocate on behalf of our communities.

### 3. Purpose

- 3.1 To improve the economic, social, environmental and cultural well-being of the Board’s area by contributing to the achievement of the national well-being goals as specified within the Act, including:
  - A prosperous Wales
  - A resilient Wales
  - A healthier Wales
  - A more equal Wales
  - A Wales of cohesive communities
  - A Wales of vibrant culture and thriving Welsh language
  - A globally responsible Wales
- 3.2 The Board will adhere to the Sustainable Development Principle set out in the Act, which seeks to ensure that the needs of the present are met without compromising the ability of future generations to meet their own needs. The Board will focus on the five key ways of working:

- Long Term
- Prevention
- Integration
- Collaboration
- Involvement

3.3 The Conwy and Denbighshire PSB will be responsible for the following statutory requirements –

- Preparing, publishing and reviewing an [assessment](#) of the state of economic, social, cultural and economic well-being in Conwy and Denbighshire by April 2017.
- Preparing a local [well-being plan](#) for Conwy and Denbighshire, setting out local well-being objectives and the steps it proposes to meet them by May 2018.
- Taking all reasonable steps to deliver the local objectives within the local well-being plan.
- Publishing an [annual report](#) that sets out the Boards progress in meeting the local well-being objectives.

## 4. Principles

4.1 The Board will work to the following principles:

- **Respect** – all partners will respect each other.
- **Integrity** – all partners will make decisions with integrity, so they are consistent, principled and honest.
- **Mutual Accountability** – partners are accountable and responsible to each other for the delivery of jointly agreed and collectively owned outcomes.
- **Value** – each partner is equal on the Board and each member must value each other and their contribution.
- **Trust and Openness** – to ensure all partners are involved and that they have a participative approach.

## 5. Membership

### Statutory Members

5.1 The Statutory Members of the Board are:

- Conwy County Borough Council
- Denbighshire County Council
- Betsi Cadwaladr University Health Board
- North Wales Fire and Rescue Service
- Natural Resources Wales

5.2 The following are the agreed nominated representatives of the Statutory Member organisations for the Board:

Statutory Members	Nominated Representative
Betsi Cadwaladr University Health Board	Area Director of Central (representing the Chairman)
Betsi Cadwaladr University Health Board	Chief Executive
Conwy County Borough Council	Leader
Conwy County Borough Council	Chief Executive
Denbighshire County Council	Leader

Denbighshire County Council	Chief Executive
Natural Resources Wales	Head of Operations North West Wales (representing the Chief Executive)
Natural Resources Wales	Team Leader for North East Wales
North Wales Fire and Rescue Service	Assistant Chief Officer (representing the Chief Fire Officer)

5.3 Statutory Members are collectively responsible for fulfilling the Board’s statutory duties. This means unanimous agreement of the Statutory Members is needed in relation to fulfilling their duties under the Act, as identified in paragraph 3.3.

### Invited Participants

5.4 The Board has a statutory requirement to invite the ‘Invited Participants,’ who exercise functions of a public nature to participate in the Board’s activity.

5.5 Invited Participants will be asked to join the Board via a letter from the Chair setting out the reasons for the invitation and the expectations upon the invitee. An Invited Participant may participate in the activity of the Board from the day on which the Board receives its acceptance of the invitation.

5.6 Invited Participants are not required to accept their invitation and by accepting the invitation to participate in the activity of the PSB, they do not become a member of the Board. Invited Participants are entitled to work jointly with the Board through making representations to the Board about the assessment of local well-being and local well-being plan, taking part in Board meetings and providing other advice and assistance as required.

5.7 The following are the agreed nominated representatives of the Invited Participants which have accepted the invitation to participate:

Invited Participants	Nominated Representative
Community Housing Cymru	North Wales housing Association is the current nomination (represented by the Chief Executive)
Community & Voluntary Support Conwy	Chief Officer
Denbighshire Voluntary Services Council	Chief Executive
National Probation Service	Team Manager for Conwy
North Wales Police	Superintendent
Police and Crime Commissioner Office	Chief Executive
Public Health	Public Health Consultant
Town and Community Council representatives	Conwy representative
	Denbighshire representative
Welsh Government	Senior Civil Servant

### Other Partners

5.8 The Board will engage with other key partners in Conwy and Denbighshire who exercise functions of a public nature and who:

- i. have a material interest in the well-being of Conwy and Denbighshire;

- ii. deliver important public services; and
- iii. are involved in the preparation, implementation and delivery of the Board.

5.9 The following organisations will be contacted to seek advice in such a manner and to such an extent as the Board considers appropriate. These partners include, but are not limited to:

<b>Other Partners</b>
Community Councils
Public Health Wales NHS Trust
North Wales Community Health Council
Snowdonia National Park Authority
Higher Education Funding Council for Wales
Higher Education / Further Education institutions (including Grŵp Llandrillo Menai)
Arts Council for Wales
Sports Council for Wales
National Library of Wales
National Museum of Wales
Registered Social Landlords
Welsh Ambulance Service NHS Trust

5.10 The Board may consider what other partners, if any, it wishes to invite to participate in its work and to what extent, provided that they fulfil the criteria set out at clause 5.5. This will be reviewed regularly to ensure the priorities identified by the well-being objectives are supported and resourced appropriately for delivery.

5.11 Other Partners will be asked to join the Board via a letter from the Chair setting out the reasons for the invitation and the expectations upon the invitee. Having joined the Board, partner organisations will become Invited Participants and will participate in meetings in the same way as Statutory Members.

5.12 Of the key partners identified in 5.9 above, the Board has initially identified one partner to become an Invited Participant – Public Health Wales; the nominated representative is set out in paragraph 5.7.

### **Information**

5.13 The Board can require Invited Participants and other partners to provide information about any action they take that may contribute to achieving the well-being goals. However organisations are not required to provide information if:

- (a) they consider it would be incompatible with their duties, or
- (b) it has an adverse effect on the exercise of their functions, or
- (c) they are prohibited from providing it by law.

5.14 If an organisation decides not to provide information the Board has requested it must provide the Board with written reasons for its decision.

### **Substitute Representatives**

5.15 A Statutory Member or Invited Participant of the Board is able to designate an individual from their organisation to represent them. The only restriction is that a directly elected mayor or

executive leader of a Local Authority may only designate another member of that Local Authority's executive.

- 5.16 The person designated should have the authority to make decisions on behalf of their organisation.

## **6. Member Roles and Responsibilities**

6.1 The roles and responsibilities of all Statutory Members and invited partners of the Board are:

- To provide strategic leadership for the development of the local assessment of well-being and local well-being plan and to be responsible for the successful delivery of the plan and public accountability for performance;
- To ensure that people who are interest in the improvement of well-being in the area are involved in the work of the Board;
- To ensure information is effectively communicated through their respective organisations;
- To embed the culture of sustainable development within their relevant public organisation;
- To ensure the Board's performance and risks are managed robustly;
- To ensure that the work of the Board is regularly presented for scrutiny;
- To ensure that decisions agreed by the Board are implemented (the decisions of the Board are not legally binding and it is therefore the responsibility of each member organisation);
- To contribute to the funding of the working of the Board if required and by agreement.

## **7. Chair and Vice Chair**

7.1 The Chair will be elected every two years by agreement of the Board members. The Chair can either be a Statutory Member or Invited Participant. The role of the Chair will involve:

- Managing the Board agenda
- Reviewing the draft minutes
- Representing the Board at key events
- Managing any conflicts of interest
- Resolving disagreements
- Maintaining good order

7.2 The Vice Chair will be elected every two years by agreement of the Board members. The Vice Chair can be either a Statutory Member or Invited Participant. Good practice would be for the Vice Chair to be from a different partner organisation to that of the Chair. The role of the Vice Chair will be to take on the role of the Chair if the Chair is unable to perform their duties.

## **8. Meetings**

8.1 Ordinary meetings of the Board:

- Formal meetings will be held as a minimum of quarterly, but may be more frequent should business require.
- Informal meetings will be scheduled in between formal meetings, to foster closer working relationships and maintain momentum.
- An annual calendar of meetings will be set by the Administrative Support (as set out at clauses 11).
- The formal meetings will be held virtually and informal meetings will be hybrid.

- Formal meetings of the Board will be open to the public as observers, with the exception of any items that have been identified as exempt.
- Statutory Members and Invited Participants can request that items are placed on the agenda with the Chair having final approval.
- The briefing meetings that are held with the Chair will be open to those that are presenting an agenda item, to help give structure to the discussion.
- All reports have to be provided electronically to the secretariat 15 days before the meeting.
- Agendas, minutes and reports will be sent out electronically 7 days before the meeting. All documents will be bilingual unless they are working documents.
- The agenda and papers will be published publically on the Boards website in advance of the meetings, with the exception of any items that have been identified as exempt for publication.
- Translation will be provided at all meetings.
- Minutes of the meeting will be sent electronically within 10 days of the meeting.
- Minutes shall be made available on the Board’s website, once formally approved by the Board at the Board’s next meeting.

## 8.2 Mandatory meetings of the Board:

- The Board must hold a ‘mandatory meeting’, chaired by the Local Authority, no later than 60 days after each subsequent ordinary election of councillors. Ordinary elections are where all seats on a council are up for election or re-election.
- Board members will appoint a Chair and Vice Chair at the mandatory meeting from the Statutory Members and the Invited Participants.
- At this meeting the Board will also:
  - a) Determine when and how often it meets
  - b) Review and agree the terms of reference

## 9. Sub groups

9.1 The Board is able to establish sub-groups to support it in undertaking its functions and the Board may authorise sub-groups to exercise a limited number of functions of the Board.

9.2 Each sub-group of the Board must include at least one Statutory Member of the Board, who may choose an appropriate representative to attend to contribute to the work of the sub-group. The sub-group may also include any Invited Participant or other partner.

9.3 Whilst sub-groups cannot themselves be authorised to finalise and approve the assessment of local well-being, or the local well-being plan, it is expected that they will play an important role in researching and developing those products in draft.

9.4 The Board **can not** authorise a sub-group —

- (a) to invite persons to participate in the Board’s activity;
- (b) to set, review or revise the Board’s local objectives;
- (c) to prepare or publish an assessment of well-being;
- (d) to consult on an assessment of well-being or to prepare a draft of an assessment for the purposes of consulting;
- (e) to prepare or publish a local well-being plan;

- (f) to consult on a local well-being plan or to prepare a draft of a local well-being plan for the purposes of consulting;
- (g) to review or amend a local well-being plan or to publish an amended local well-being plan;
- (h) to consult on an amendment to a local well-being plan;
- (i) to agree that the Board merges or collaborates with another Public Services Board.

## **10. Wider Engagement**

- 10.1 The Board's citizen focus means it will engage in a purposeful relationship with the people and communities across Conwy and Denbighshire. It is vital that the Board takes account of the importance of involving people with an interest in achieving the well-being goals and of ensuring those persons reflect the diversity of the population of the area the Board serves.
- 10.2 The Board will take care to ensure the propriety and impartiality of the Board's processes and be alive to the risks of any perception arising that a particular group is being afforded excessive access to, or influence over, a Board's deliberations and activities.
- 10.3 The Board will take additional steps outside of meetings to ensure that public voice is heard and helps to shape both the well-being assessment and local well-being plan. This is expected to include consultation and engagement exercises providing opportunities for people to raise and debate ideas through online and community engagement arrangements.
- 10.4 All engagement will comply with the PSB Engagement procedures as outlined in the communication plan in appendix 1.

## **11. Administrative Support**

- 11.1 The Local Authorities must make administrative support available to the Public Services Board. This support will rotate between the two local authorities on a biannual basis. Conwy County Borough Council will provide administrative support for the first year of the PSB.
- 11.2 Administrative support will include:
  - ensuring the Public Services Board is established and meets regularly;
  - preparing the agenda and commissioning papers for meetings;
  - inviting participants and managing attendance;
  - minute taking;
  - work on the annual report; and
  - preparation of evidence for scrutiny.

## **12. Resources**

- 12.1 It is for the Board to determine how it will resource the functions it has to undertake, which are a responsibility of all the Statutory Members equally. It is for the Board to determine appropriate and proportionate resourcing of the Board's collective functions. There is nothing to prevent Invited Participants or other partners providing advice, assistance, and resources to the Board for instance in the form of analytical or professional expertise. They are not required to provide financial assistance but may do so if they consider it is within their powers.

## **13. Decisions**

- 13.1 Board decisions, in respect of the statutory responsibilities identified in paragraph 3.3, are only valid when made jointly and unanimously by all of the Statutory Members and with all Statutory Members in attendance at the meeting.
- 13.2 For all other decisions (which do not relate specifically to the statutory duties identified in paragraph 3.3) the PSB will operate on the basis of a consensus. However if a consensus is not reached, the decision will revert to the statutory members for resolution by vote (one vote per organisation).
- 13.3 However, Statutory Members will not and cannot work in isolation. Other bodies and organisations in the area have a significant contribution to make. All views will be taken into consideration before any decisions are made.

## **14. Quorum**

- 14.1 The Board is quorate if all of the Statutory Members or their nominated representative(s) are present. For Statutory Members with more than one representative on the Board, the Board will be quorate if at least one representative is present.

## **15. Conflict of Interest**

- 15.1 A conflict of interest for the purpose of these Terms of Reference, is defined as anyone who is in a position to directly or indirectly influence the outcome of the Board's business must ensure that their personal interests do not compete with their role on the Board.
- 15.2 All representatives have a duty to report any conflicts of interest which they may have.
- 15.3 The Chair will establish at the beginning of each meeting whether any conflict of interest exist and how it should be dealt with.

## **16. Disputes**

- 16.1 All Members will work on the basis of co-operation and good faith and will arrange to discuss with each other as soon as possible any problems or disputes which arise and will attempt to resolve any difficulties through negotiation at an early stage. If the dispute is not resolved it may be referred to the Chair who, using all appropriate channels, shall seek to resolve any differences arising within the Partnership.
- 16.2 The Board will operate on the basis of a consensus or majority in respect of disputes.

## **17. Governance**

### **Performance**

- 17.1 Regular highlight reports and progress about PSB priorities will be presented to the Board.
- 17.2 An annual report will be produced and published.
- 17.3 A report must be prepared and published no later than 14 months after publication of the Board's local well-being plan and subsequently no later than one year after the publication of the previous report. A copy of the report must be sent to the following:



- The Welsh Ministers;
- The Future Generations Commissioner for Wales;
- The Auditor General for Wales; and
- The Local Authority's relevant overview and scrutiny committee.

## **18. Governance**

### **Scrutiny**

- 18.1 The Board will be subject to scrutiny by the designated local government scrutiny committee of the local authorities. Section 35 of the Act provides that overview and scrutiny committees must have the power to review and scrutinise the decisions, actions and governance arrangements of the Board.
- 18.2 The Board will continue to be scrutinised through the existing arrangements of each Local Authority's Partnership Scrutiny and Overview Committees until an agreed process is implemented from May 2017.

## **19. Exit**

- 19.1 Any Invited Participant not wishing to continue with the Board should give written notice to the Chair. The partner should endeavour to honour any decisions taken and commitments made.

## **20. Review of the Terms of Reference**

- 20.1 These Terms of Reference must be reviewed at any Mandatory Meeting.
- 20.2 These Terms of Reference will be reviewed at least every two years. The Board may review and agree to amend these Terms of Reference at any time.