



UK Government Llywodraeth y DU

Office of the Secretary of State for Wales
Swyddfa Ysgrifennydd Gwladol Cymru

OFFICE OF THE SECRETARY OF STATE FOR WALES (WALES OFFICE) DRAFT BOARD OPERATING FRAMEWORK

1. Introduction

The key purpose of the Office of the Secretary of State for Wales (“The Office”) is to support the Secretary of State for Wales in promoting the best interests of Wales within the United Kingdom and ensuring the smooth operation of the devolution settlement in Wales. It is also responsible for the prompt payment of monies voted to the Welsh Consolidated Fund by Parliament. Aside from the Welsh devolution settlement, the Office has no direct executive responsibilities in terms of formulating or executing government policy.

This Operating Framework is intended to set a clear governance framework for the Board. It should be read in conjunction with the Ministerial Code, the Civil Service Code and Code of Practice on Good Governance.

2. Membership and Quorum

- Secretary of State for Wales (Chair);
- Parliamentary Under Secretary of State for Wales;
- Director of the Office;
- Deputy Director, Constitution and Corporate Services;
- Deputy Director, Policy;
- Deputy Director, Press and Communications;
- Deputy Director, Private Office;
- Lead Non-Executive Board Member;
- Non -Executive Board Member.

Attendees

- Deputy Director, Legal;
- Head of Finance and Corporate Services;
- Head of Human Resources;
- Board Secretariat.

The Board is quorate when the Chair (or the Director of the Office who the Chair has appointee to deputize) and two Board members are in attendance, one of whom must be a Non-Executive and one a member of the executive team. The final decision on whether to

hold a meeting of the Board lies with the Chair, or deputy, in discussion with the Lead Non-Executive Board Member.

3. Interests

A register of interests of Members will be maintained by the Board Secretariat and will be reviewed at appropriate intervals. It will be the responsibility of the Members to withdraw from any discussions in which they have any interests which may, or may be perceived to, influence their judgement. A declaration of any interest by Members should also be made at any Board meeting if it relates specifically to a particular issue under consideration, for recording in the minutes. The Secretariat will be sensitive to conflicts of interest when circulating papers for the Board.

4. Board Members

All Board members should:

- Act in the public interest and uphold the seven principles of public life – selflessness, integrity, objectivity, accountability, openness, honesty and leadership. Further details are explained in www.gov.uk/government/publications/the-7-principles-of-public-life/
- Ensure that they understand their duties, rights and roles and functions of the Departmental Board and any relevant statements of Government policy;
- Contribute fully to discussions and decision making including bringing their expertise and knowledge from their area of business;
- Provide good governance and effective decision making by contributing to and supporting decisions;
- Take a corporate view during the decision-making process to ensure decisions are made in the best interests of the Department;
- Provide scrutiny and challenge as part of the assurance process;
- Ensure that policy, risk and resource issues are prioritised appropriately through the discussions of the Board;
- Ensure that papers are not shared and are disposed of by securely e.g. placing them in confidential waste and/or shredding; and
- Comply at all times with: the Code of Conduct for Board Members of Public Bodies; this Operating Framework; the terms of their contracts; and the rules relating to the use of public funds.

Secretary of State and Ministers

The Secretary of State and Ministers are accountable to Parliament for all matters of the

Department's decisions and actions, under the principle of Ministerial Responsibility. The Secretary of State is also accountable to Cabinet and the Prime Minister as a member of their Cabinet.

All Ministers are subject to the Ministerial Code, which requires them to take consideration of the Civil Service Code in their dealings with civil servants.

The role of the Chair of the Board (Secretary of State or deputy) is (supported by the Board Secretariat) to:

- Agree in consultation with the Lead Non-Executive and the Director, which business the Board should discuss and which can be delegated elsewhere;
- Ensure that a decision is taken where needed, that the decision or outcome is clear and that it is noted if members disagree with the decision;
- Ensure a high standard of discussion and decision making;
- Ensure proposals and decisions are challenged and scrutinised appropriately;
- Facilitate Board meetings, and collective working;
- Ensure that systems are in place to provide Board members with accurate and timely information of good quality to allow the Board to consider properly all matters before it;
- Make a final decision where the views of the Board are evenly split or where it is unable to make a decision on an issue; and
- Ensure that a Board effectiveness review is performed annually, and that results are acted upon with support from the lead Non-Executive Board Member (NEBM).

Director of the Office

The Director is responsible for the effectiveness and efficiency of all aspects of the Department's work, including management and staffing. The role of the Director carries with it the personal responsibility of the Accounting Officer (AO), ensuring that the resources authorised by Parliament are used for the purposes authorised by Parliament and answering for the propriety and regularity of Departmental expenditure.

The role of the Director on the Board is to:

- Lead discussions on the management of the Department;
- Raise any matters that threaten the regularity, propriety or value-for-money with which the Department carries out its business; and
- Cover any significant issues which may impact on the Department's leadership, medium-term capability and significant risks to delivery of the Department's objectives along with mitigating actions taken.

Other Executive Board Members

All civil servants are subject to the Civil Service Code, which include the four principles of integrity, honesty, objectivity and impartiality. The Code also specifies that civil servants

are accountable to Ministers, who in turn are accountable to Parliament. The Director is responsible for management of civil servants in the department).

Lead/ Non-Executive Board Members

Non-Executive Board Members are appointed through an open and transparent recruitment process. They should use their experience and skills from outside the Department to provide constructive challenge on the Board. They should act with integrity and objectivity and in the best interests of the Department.

The role of the Non-Executive Board Member is to provide an effective and impartial challenge to the rest of the Board and officials as applicable. It is an advisory rather than decision-making role, although how the advice is implemented or otherwise will be monitored by the Board.

All Non-Executive Board members should: -

- Provide an independent perspective and assurance, including advice to the Board, on the capability and performance of the Department;
- Provide independent support, guidance and challenge on the progress and implementation of the business plan;
- Attend occasional government-wide Non-Executive Board Members meetings.

The Lead Non-Executive in addition to the accountability and responsibilities set out above should:

- Provide support, guidance and challenge on the progress and implementation of the Departmental Business Plan;
- Lead the process for the Board's annual effectiveness review and ensure the Board acts on recommendations and builds its own capability;
- Work with the Director and the Board Secretariat to ensure that agendas and papers submitted to the Board are of high quality and enable the Board to make decisions effectively; contribute to the recruitment of new Non-Executive Board Members to the Board;
- Induct new Non-Executive Board Members with support of the Secretariat;
- Be the Chair of the Audit and Risk Assurance Committee;
- Meet regularly with other Non-Executive Board Members;
- Support the Secretary of State in their role as Chair of the Board;
- Liaise, and attend meetings, with the government-wide Lead Non-Executives' network.

5. Matters reserved to the Board

The following matters must be referred to the Departmental Board for consideration:

- The Department's strategic plan to ensure that it is consistent with any policy or resources framework determined by the Secretary of State;
- A business plan that takes forward the implementation of the strategy, scrutinizing progress towards achieving the plan, setting the risk appetite for the organisation and ensuring appropriate controls are in place to manage risk;
- Monitoring the performance and effectiveness of the Department, including assuring itself that appropriate succession and resource planning is taking place;
- Supporting and advising the Accounting Officer in his obligation set out in Managing Public Money for the proper conduct of business and maintenance of appropriate standards.

In addition to any other internal or external controls, the Board must be informed of the following matters:

- Planned Capital expenditure;
- Any reported Fraud and Whistleblowing activities;
- Significant issues raised by Internal Audit;
- Significant HR policies, including pay and reward strategy;
- Major restructuring projects which are likely to involve significant staff exits;
- Any novel and contentious payments.

The following are matters where the Board would expect to be made aware:

- Any matter that would have a material impact on the Department's financial position, liabilities, reputation. This includes anything considered as 'novel, contentious and repercussive' by HM Treasury, and significant complaints.
- Anything, not specifically identified, that might reasonably be considered as materially significant and strategic – i.e. of scope and importance outside day of day management activities.

6. Committees

The Board may appoint Committees to provide assurance in relation to the operation and business of the Department. The composition, terms of reference and reporting requirements of such committees shall be approved by the Board, from time to time. The Board Committees are:

- The Audit and Risk Assurance Committee;

- Health and Safety Committee.

7. Board Arrangements and Support

Board Meetings

The Board will meet up to six times a year. Meetings will usually last up to two hours. More frequent meetings may be necessary during some parts of various reporting cycles.

Board Secretariat

A Departmental official will attend Board meetings as Board Secretariat in order to ensure that the Board operates effectively and in accordance with Government guidance on best practice. The Board Secretary will also act as an interface between the Board and the Director and Senior Leadership Team. The Secretariat will support the Board and will be responsible for:

- Ensuring that the Board is fully informed of key issues;
- Liaising with Board members on suitable meeting or visit arrangements and any other matters related to the Board;
- Informing the Chair of the views of any absent members or attendees submitted in advance;
- Working with the Department to ensure papers are of the required quality (including clarity of outcomes from Board meetings);
- Issuing Board papers, no later than five working days before the meeting;
- Ensure that papers are marked OFFICIAL and are confidential to Board Members. The papers must not be discussed with anyone outside the Departmental Board.
- Drafting and circulating accurate and succinct minutes within 5 working days to the Board for comment;
- Agreeing when out of committee papers are appropriate (when urgent comments or decisions are required to progress a piece of work);
- Keeping an up to date Forward Look, Action Log and out of committee paper record.

The Secretariat will also be responsible for supporting the induction and ongoing support for new Non-Executive Board Members, in conjunction with the Lead Non-Executive Member.