

 **JOINT GOVERNANCE BOARD**

**15 June 2020**

**PRESENT:**

Kate Jackson, Chief Finance Officer (Chair) [KJ]

Seb Phillips, Director of Finance and Resources [SP]

T/Ch Supt Simon Williams [SW]

Guto Edwards, Head of Finance [GE]

Helen Williams, Financial Accountant [HW]

Ian Davies, Chief Information Officer [ID]

Sian Wyn Jones, Risk and Business Continuity Coordinator [SWJ]

Anita Jones, PA to the Director of Finance and Resources [AJ]

Claire Hodgson, Joint Audit Committee Member [CH]

Stephen Hughes, Chief Executive Officer [SH]

Rachel Barber, Joint Audit Committee Chair [RB]

James Sutton, Assurance Board Chair [JS]

Jonathon Maddock –Internal Audit JM]

**202. APOLOGIES**

**203. MINUTES**

The Board reviewed the accuracy of the previous minutes.

JS raised an issue from AOB 200 with regards to the Vacant posts and interviews of Risk and Continuity posts being held. JS clarified that this was not a backfill opportunity and that the wording could be removed, and that it also states that the force is looking to recruit a Policy and Governance Officer but there is already a person in this role.

SW agreed and has sent an updated formal wording for KJ to update with.

CH raised a query around the seniority of the person appointed for these roles and SW explained that this was taken to the JAC meeting for responses and no feedback was received.

SW is more than happy that the correct person has been identified for the role, that the correct recruitment process was followed and reassured Claire that this person does demonstarate the correct level of senioirity for the role and that this is the same view for the Policy and Governance Officer role.

Apart from the amendments mentioned above, the board agreed the minutes of the last meeting held on 30th March 2020 were approved as a true record of the meeting.

**204. ACTION LOG**

See action log.

**205. MATTERS ARISING**

There were no matters arising.

**206. ANNUAL GOVERNANCE STATEMENTS**

KJ explained that she had circulated the Annual Governance Statement that went to JAC committee in March but there has since been an updated version to include the PCC’s response to COVID 19. On reflection and following on from the meeting with the JAC committee on the 8th June it became clear that this aspect was too long and not particularly focussed and is in the process of being revised.

KJ thanked the JGB members for their work done towards AGS which sit as a draft document on the Commissioners website.

KJ also stated that the Governance action plan that sits at the end of the annual statement needs to be reviewed on an ongoing basis the board.

KJ asked for any final suggested amendments on the AGS to be sent through by JGB members before the final statements are approved by KJ, SH, PCC Arfon Jones for the Group Accounts and by DFR SP and CC Carl Foulkes for the Chief Constable’s Accounts.

GE advised that the audit would normally be completed by the end of July but due to Audit Wales being delayed by the health service audit and that this would now take place on 5th October. This provided a small extra window to refine the AGS.

**Action 206:  All - Final input from all JGB members to be received by 26 June 2020**

**207. GOVERNANCE STRUCTURE**

Terms of Reference.

KJ opened up the board TOR for discussion.

CH led a general discussion around the TOR being updated to include oversight of the Governance work currently being undertaken. Another general discussion took place & agreement around TOR being updated to reflect the need for a continual review of Governance.

RB also commented that we should consider reflecting Oversight of Efficient and Effective Governance into the TOR.

* **Action:  KJ to amend the TOR to reflect the need to reflect the ongoing review of Governance and the need for it to be Efficient & Effective were considered.**

JS wanted to bring to our attention under the Risk Audit Reccomendation that there was a recommendation that the JGB TOR be updated to reflect any changes to the role as there is an obligation for it to be highlighted here to ensure the TOR are fit for purpose. JS does not think there are any ammendments that need to be made beyond what has already been made. SP agreed that the TOR work their way through in a way that is already effective enough, but was happy to take an action offline to box this off completely.

* **Decision:  TOR do not need further amendment to discuss risk - All**

JM from TIAA noticed a typo in paragraph 11 of the document which stated TIIA – this should be TIAA.

207 – As is Structure.

A discussion was held around the as is governance structure. SP recommended that is was endorsed as a baseline structure by the JGB and SH agreed.

* **Decision:  The ‘As is’ Governance structure was agreed as the baseline structure – All**

207 – Proposed Structure & Discussion Document

A discussion was held around the ‘Proposed’ Governance structure. Generally the structure was received by the members as an improvement and DG was praised and thanks for the work done to progress it.

RB asked for clarity as to where the consultation process was up to and whether the structure was ready for approval. SW clarified that consultation was still ongoing.

* **Action:  CH’s points of detail regarding 3.3 and Performance in the discussion document to be emailed to Simon Williams - Claire**
* **Action:  Proposed structure to complete its consultation so that final ratification by the JGB can take place at the next meeting - Simon / James / Darren**

**208. INTERNAL AUDIT**

SP positioned how Internal Audit reporting was now formally sitting within the NWP Governance structure, with TIAA recommendations and CBNs being tracked via the F&R SMT. In turn these are feeding into the risk process. JS suggested a triaging system through JS, DFR SP and GE to track and monitor documents, risks, client briefing notes, and horizon scanning documents etc in order to help Neil Ackers with his role.

SP outlined that at future meetings recommendations relating to corporate governance would be reported to the JGB rather than all recommendations. However all CBNs needed reporting to JGB. CH commented that CBNs did generally relate to Governance and should be reported to the JGB.

A couple of Client briefing notes were specifically highlighted for comment: 200.06 needs to be actively monitored going forward, along with the Microsoft Wondows 7 End of Support issue. Regarding the latter SP explained that there are controls in place and that we have extended the support, but that both of these CBNs needed to be monitored ongoing feeding into the Risk Management process as required.

It was discussed that any closed actions were to be kept as an audit trail.

208 Internal Audit - a) & b).

* **Decision: All - Internal Audit Recommendations to be reported on exception where they have a direct bearing on Corporate Governance (as per the TOR).  CBNs (which generally do have a Corporate Governance aspect) to be routinely reported**

**209. EXTERNAL AUDIT**

KJ advised that there were no reccomendations from Audit Wales at the moment.

GE advised again that the audit won’t be carried out at the statutory deadline of July this year and will in fact take place on 5th October as discussed in JAC. We must still publish the draft accounts by the end of July even though it won’t be fully signed, which has already been done. There is a statutory requirement for the public to be able to inspect the accounts in terms of what’s behind them, with the 1st September being provisionally booked for the public to be able to speak to the auditor if they wish.

**210 ANY OTHER BUSINESS**

210 AOB– 1.  Rachel – Efficiency & Effectiveness:  RB advised that we should consider reflecting “Oversight of Efficient and Effective Governance” into the TOR and then we should consider the extent to which this is being delivered by any new Governance structure:

* **Action:  Post implementation of the Proposed Governance structure, consider how the efficiency and effectiveness of the new structure is performing in practice.  Recommendations on assessment to be made to next JGB - SW / JS / DG**

210 AOB– 2.  Rachel – Task & Finish Groups: RB queried task & finish groups and raised 2 queries: 1). What Task & Finish groups are operating across the Force? 2). More specifically, what Task & Finish groups are operating under the instructure of the JGB. After some discussion it was agreed to take two actions from the board:

* **Action:  Consider likely Task & Finish groups for JGB (e.g. AGS assessment of evidence, Governance review actions, etc.) - KJ**
* **Action:  Consider the force stance on where and how Task & Finish groups are recorded and reported (is a matter for that specific board or does it need communicating wider) – SW / JS / DG**

The Chair then closed the meeting.

**180 FUTURE MEETINGS**

Wednesday 5 August 2020 @ 10am Conference Room 2

Wednesday 7 October 2020 @ 10am Conference Room 2