



## JOINT GOVERNANCE BOARD

1 March 2022 @ 10:00  
ONLINE

### PRESENT:

Kate Jackson, Chief Finance Officer (Chair) [KJ]  
Rachel Barber, Joint Audit Committee Chair [RB]  
Sian Beck, T/Ch Supt  
Helen Cargill [HG], TIAA  
Sarah Davies, JAC Lead on Ethics & Governance [SD]  
Guto Edwards, Head of Finance [GE]  
Stephen Hughes, Chief Executive [SH]  
Sian Wyn Jones, Risk and Business Continuity Coordinator [SWJ]  
Phil Kenyon, Force Solicitor [PK]  
Stephanie Maddix [SM] (minutes)  
Anne Matthews, Finance & Budget Officer  
Seb Phillips, Director of Finance and Resources [SP]  
James Sutton, Assurance Board Chair [JS]  
Helen Williams, Finance Control Accountant [HW]

### APOLOGIES:

None received

### 287. MINUTES

The Board reviewed and approved the accuracy of the previous minutes.

### 288. ACTION LOG

There were no open or outstanding actions from the previous meeting.

### 289. REVIEW OF THE MANUAL OF GOVERNANCE AND ITS CONSTITUENT PARTS

SWJ noted that the Code of Corporate Governance would need to be updated to reflect our current position with the assurance mapping process and also should reflect the work completed to update all policies over the last 12 months.

**ACTION: SWJ to send details through to KJ outside of the meeting in order to bring the Code of Corporate Governance up to date in terms of the work undertaken on force policies and the assurance mapping process.**

The Manual of Governance was signed off in the Strategic Executive Board in August 2021 with endorsement from the Police and Crime Commissioner and Chief Constable. Therefore, we are not looking for a fundamental overhaul but members were invited to feedback any comments as part of this Manual of Governance review.

**ACTION: Members to review the Manual of Governance and feedback any comments within 3 weeks.**

## **290. REVIEW FIRST DRAFT OF ANNUAL GOVERNANCE STATEMENT**

KJ presented the first draft of the Annual Governance Statement (AGS) to the Board and invited feedback.

RB commented that although the AGS document is robust, there is a need to evidence how effective the governance we have in place is, including recognising any improvements that could be made.

SP explained how the AGS was given a big overhaul 12 months ago, where a number of other Welsh Force's AGS were reviewed to refine our AGS document. He agreed with RB that the AGS should be a fundamental review of the effectiveness of the governance we have in place.

**ACTION: SP to update the narrative of the AGS to reflect the effectiveness of the governance we have in place, whilst recognising any improvements that could be made.**

SWJ noted that the governance structure on page 16 would need to be updated to reflect the decommissioning of the Strategic Planning & Recovery Board. There would also be value to referencing that the assurance mapping process had been incorporated into the risk frameworks, as there is currently no mention of this within the Managing Risk paragraph. SP agreed that inclusion of the assurance mapping process would need to be incorporated into the narrative but also into the action plan towards the end of the document.

**ACTION: SWJ to send through the current governance structure to KJ for inclusion within the AGS document. SWJ to also prepare some wording to articulate the current position with the assurance mapping process, including an update for the action plan.**

SP advised that the action plan goes with the statutory accounts which means there is some time lag associated with it. The assurance framework action was raised a couple of years ago and although progress was made on it, it wasn't to a point where it could be signed off which is why it has been carried forward into the subsequent AGS.

**ACTION: JS to provide some position updates for the actions listed within the AGS governance action plan.**

KJ requested that the actions associated to the AGS document be completed by Friday 4<sup>th</sup> March, so that the updated document can be submitted to the next Joint Audit Committee meeting.

## **291. GOVERNANCE STRUCTURE**

SWJ informed the Board that a decision had been made at SLT to decommission the Strategic Recovery Board. It was reported that much of the work was being managed by other Boards now. The Governance Structure would be updated to reflect this change.

RB shared her presumption that the work of the Strategic Recovery Board became business as usual which is why the Board was no longer required, but she questioned whether there had been learning as a result from having that Board at the time of COVID and at what point there would be a necessity to create this Board again.

SWJ reflected that as COVID was a longer term issue than had initially been expected when the Board was setup, the Board probably did not achieve what it was setup to do. COVID Silver and Gold meetings are still ongoing, therefore we have not yet got to a recovery stage. However, the Board had generated work to ensure that all departments had business continuity plans, not just critical and high level business areas. She added that there would be merit in re-establishing the Board if there was ever a short term issue that needed actions generated to progress us through.

SP added that the Board definitely served a purpose in the early days of its inception, as it was setup to keep an eye on the longer term recovery in parallel with the operational Gold group. It bridged the gap between the operational Gold decision making and the decisions that had longer term implications for the organisation, for example certain decisions around HR aspects.

**ACTION: SWJ to provide some wording that can be incorporated into the AGS document to articulate that the Strategic Recovery Board served a purpose but is now captured within business as usual.**

## **292. REVIEW OF INTERNAL AND EXTERNAL AUDIT RECOMMENDATIONS**

HC updated the Board on the TIAA follow up review. They reviewed 35 P1 and P2 recommendations, seven of which were outstanding, although she noted that five were not actually due at the time of review. These related to one for the GDPR compliance audit, five from Office 365 and one from health and safety management. She would update the tracker to ensure that it showed an accurate position.

The health and safety recommendation relates to the fire marshall training. HC advised they have recorded that face-to-face training had been suspended due to COVID-19 and time was required to ensure all marshall's were captured due to capacity limits for the training courses. AM added that in Western, where the audit had taken place, all fire marshalls had been booked onto courses with the last one scheduled to be trained by the end of March.

SP outlined the process that has taken place to draft the internal audit plan for the next year. He added that there are some "conventional risk" elements of financial control that should always be reviewed as part of the internal audit plan including payroll, accounts payable and treasury management with the rest of the plan being more flexible in terms of risk based approach.

RB thanked AM for the engagement and early opportunity for a number of key JAC members to review and provide input to the draft internal audit plan. She requested further detail around the IT assests limited assurance and also the position in terms of audit days being carried over

The IT asset management limited assurance is at draft stage but the findings relate to achieving a fixed register of all assests that are issued to employees. The management team are working through a number of recommendations but it should be noted that currently our ICT function is primarily outsourced and although there is a remit for our supplier to provide asset management, there are currently gaps in those services. GE added that some of this may be a result of the requirement to send staff to work from home at the beginning of the COVID-19 pandemic.

In response to the deferral of audit days, HC advised that there had been an issue with regard to the staff member who had been working on the payroll and creditors audit which had delayed progress. Due to the timing being too close to the year end, it had been difficult for NWP to accommodate which is why these were deferred. However, both audits had received substantial assurance the previous year so TIAA were confident that the controls in place were working. She added that TIAA were satisfied that the deferral of those 2 audits would not impact on the annual opinion.

### **293. REVIEW OF CLIENT BRIEFING NOTES/FRAUD ALERTS ISSUED BY INTERNAL AUDIT**

AM advised that everything on the CBN log had been tasked and closed.

No questions were raised.

### **294. REVIEW OF RECOMMENDATIONS FROM JOINT AUDIT COMMITTEE**

KJ presented the updated Joint Audit Committee action log for members to review those that relate to governance.

SP commented that there were a couple of actions for internal audit, and these would be reported into the Audit Committee via the report submitted for agenda papers.

SD confirmed that she had been approached as one of the JAC members to be involved in the collaborative internal audit procurement process.

### **295. ASSURANCE UPDATE**

SWJ spoke through the report provided with the pre-circulated agenda papers.

SD queried the rationale for assurance mapping risks that were either over 12 months or closed. SWJ assured that everything recorded on the risk register is managed through that process, however the assurance mapping process provides a deep dive into those long standing risks to make sure they are continually being managed as described. In terms of the closed risks, she advised that they are mindful to the fact that risks can remain once removed from the risk register, so the assurance mapping process is to confirm that they are being suitably managed with the measures that have been put in place.

SWJ advised that policy changes are taken through the Assurance Board. Part of the process is for the policy owner to complete a form outlining what changes have been made, including an implementation plan. Communication of these changes can follow many methods, including circulating via email, weekly orders and at times the policy owner may provide specific training or briefings.

RB questioned the approach being taken for the annual governance review and challenged looking at it differently to last year to maximise the benefits, with a suggestion to look at other forces. SWJ explained that because the review had been delayed last year, the approach is quite similar.

### **296. COMPLIANCE ISSUE REGARDING STANDING ORDERS**

KJ introduced the report explaining that it had become apparent that someone had made a contract with a company without going through the proper procurement processes. During the investigation to understand what had occurred, a notice under section 114 due to the breach of procurement rules had been considered, together with the Head of Procurement and Head of Legal. It had been determined that the breach had been due to a lack of knowledge and the individual had not made a deliberate malicious decision. It had also been recognised that had the correct process been followed, the same company would likely have been selected. A number of preventative steps have since been taken to ensure lessons are learnt.

The procurement rules and processes have been communicated to senior managers within the organisation and raised within the governance forums that followed – Senior Management Board, chaired by the Chief Constable and the Senior Finance & Resources Board which has a dedicated item on resilience and compliance.

RB questioned whether there was a robust mechanism for making sure that these comms containing the procurement rules and processes had been received and understood effectively.

SP assured that Procurement have sought to increase their profile within the organisation. GE added that those that handle contracts on a day to day basis such as Business Managers, colleagues in Finance, IT and Estates have a good understanding of the procurement rules and processes and the expectation is that those outside those roles would approach Procurement for guidance should they ever need to procure services. He assured that compliance with procurement rules is continually monitored.

#### **297. ANNUAL REVIEW OF TERMS OF REFERENCE**

Members agreed that the meeting remained effective and valuable, and the purpose of the meeting is clear within the terms of reference.

#### **298. REVIEW FORWARD WORK PLAN**

**ACTION: KJ to review the notice from TIAA relating to publications and consider whether to add to the forward work plan for this forum to monitor.**

In addition to the discussion in item 295, JS commented that RB makes a fair point in terms of taking a different approach for the annual governance review but he proposed that we carry on as we are at the moment, to bring the governance review in line with the annual schedule as last year's review had been delayed. He then proposed that we have an agenda item at the next meeting to formally prompt an active review of the governance. It was agreed that there is a balance between timeliness of these reviews and ensuring that the governance is robust and effective.

**ACTION: SM to add 'Approach to Annual Governance Review' to the forward work plan for the next meeting.**

#### **299. ANY OTHER BUSINESS**

No other business was raised.

Date of next meeting: Wednesday 22<sup>nd</sup> June 2022 – 10:00