

Terms of Reference (incorporating the procedural rules made under Part 7 of Schedule 1 to the Public Audit (Wales) Act 2013

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Status

- 1 The Wales Audit Office is established as a corporate body under section 13 of the Public Audit (Wales) Act 2013 (“the Act”). These terms of reference cover the arrangements for conducting business and should be read in conjunction with:
 - the Wales Audit Office’s scheme of delegation;
 - the Code of Practice governing the relationship between the Auditor General and the Wales Audit Office; and
 - the Board’s Code of Conduct.
- 2 The terms of reference incorporate the procedural rules required under Schedule 1, part 7, paragraph 27 of the Public Audit (Wales) Act 2013.

Role and responsibilities

- 3 The Wales Audit Office:
 - (a) monitors the exercise of the Auditor General’s statutory functions;
 - (b) provides advice on the exercise of those functions;
 - (c) ensures the provision of resources required for the exercise of those functions and that the operational independence of the office of Auditor General is preserved in accordance with Section 8 of the Public Audit (Wales) Act 2013;
 - (d) is charged with maintaining standards of corporate governance and exercising specific functions under the 2013 Act.
- 4 The specific and joint responsibilities of the Auditor General, the Wales Audit Office and its members are described in the Code of Practice governing the relationship between the Wales Audit Office and the Auditor General for Wales.

Constitution

Membership

- 5 The Board has nine members comprising:
 - (a) five non-executive members, one of whom is the Chair;
 - (b) the Auditor General who is also the Chief Executive and Accounting Officer of the Wales Audit Office; and
 - (c) three employee members, one nominated by the Auditor General and two elected by a ballot of employees.

Appointments

The non-executive members

- 6 The Senedd appoints five non-executive members and sets their terms of appointment including their responsibilities, remuneration, the circumstances in which their appointment can be terminated and the arrangements should they wish to resign their position. Appointments are for up to four years and may be renewed once, subject to an assessment process.

The Chair

- 7 The Senedd appoints the Chair of the Wales Audit Office from amongst the non-executive members (after consulting the First Minister). Appointments are for up to four years and may be renewed once, subject to an assessment process.
- 8 The Senedd sets the Chair's terms of appointment, including their responsibilities, remuneration, the circumstances in which their appointment can be terminated and the arrangements should they wish to resign their position (with or without also resigning as a non-executive member).

The Auditor General

- 9 The Auditor General is a Crown appointment on the nomination of the Senedd. The Auditor General may hold office for up to eight years and may not be re-appointed thereafter. The circumstances governing the resignation or removal from office of the Auditor General are set out at section 3 of the Public Audit (Wales) Act 2013.
- 10 Under the Public Audit (Wales) Act 2013, the Auditor General is a member of the Wales Audit Office and its Chief Executive.

The appointed member

- 11 The Auditor General recommends an employee for appointment to the Wales Audit Office by the non-executive members ("the appointed member"). The non-executive members may appoint the Auditor General's nominee or require another recommendation (this process continues until agreement is reached). The non-executive members must explain their reasons for not accepting a nomination. The appointment will be for such renewable term as the non-executive members may determine and there is no limit to the number of times such an appointment can be renewed.
- 12 The appointed member may resign from the Board by giving written notice to the non-executive members.
- 13 The appointed member's appointment is terminated if that member ceases to be an employee of the Wales Audit Office. The non-executive members may terminate the appointment by giving written notice if the member:
 - (a) has been absent from Board meetings without the Board's permission for a period or periods totalling three months or more in any 12-month period; or
 - (b) has become bankrupt or has made an arrangement with creditors; or
 - (c) has had their estate sequestrated in Scotland or, under Scots Law, has made a composition or arrangement with, or granted a trust deed for, the member's creditors; or
 - (d) is unfit to continue the appointment because of misconduct; or

- (e) has failed to comply with the terms of the appointment; or
- (f) is otherwise unable, unfit or unwilling to carry out the member's functions.

The elected members

- 14 The non-executive members appoint two employee members following a ballot of staff ("the elected members"). The rules for the conduct of such ballots are set out at Appendix 1.
- 15 The non-executive members set the elected members' terms of appointment including their responsibilities, allowances, the circumstances in which their appointment can be terminated and the arrangements should they wish to resign their position. There is no limit as to how many times they may stand as a candidate in subsequent ballots.
- 16 An employee member's appointment is terminated if that member ceases to be an employee of the Wales Audit Office.

Senior Independent Director

- 17 The Chair nominates for Board approval a non-executive member as Senior Independent Director. In addition to deputising for the Chair when they are unable to act, the Senior Independent Director's responsibilities include:
 - (a) appraising the performance of the Chair;
 - (b) receiving reports from whistleblowers outside the normal line management chain, and arranging investigation as appropriate, in accordance with the Wales Audit Office's internal whistleblowing policy; and
 - (c) overseeing the election of employee members to the Board.

Board links

- 18 The Board may appoint members to other roles to support or champion particular aspects of the Wales Audit Office's business or task and finish projects. Such roles are designed to demonstrate the Board's commitment and provide members with the opportunity to develop insight and knowledge of the business, helping them and the Board to fulfil their roles more effectively. Further information on the roles and their purpose is at appendix 2.

Secretarial support

- 19 The Board appoints a Secretary to:
 - a) ensure that the Board is properly constituted and advised;
 - b) ensure that the agendas of the Board and its committees align and that appropriate matters are escalated for inclusion on Board agendas;
 - c) liaise with the Chair on the programme of work;
 - d) ensure that the Board receives information and papers in a timely manner to enable full and proper consideration of the issues;
 - e) make arrangements for Board meetings and maintain appropriate records of its business;
 - f) undertake the administrative duties for the election of employee members to the Board set out in the electoral rules (appendix 1); and
 - g) provide any other necessary practical support.
- 20 The Chair contributes to the Secretary's annual performance appraisal as part of the normal arrangements.

Board meetings

The work programme

- 21 The Board Secretary maintains a plan of the business likely to come forward for the Board's consideration during the year. The Board reviews and adjusts the plan as necessary at each meeting.

Frequency

- 22 The Board normally meets:
- a) four times a year for strategic discussion meetings; and
 - b) six times each year for business meetings, in line with the requirements of its work programme.
- 23 Board meetings are summoned by the Secretary at the Chair's request. A special meeting of the Board may be called at any time by the Chair or at the request in writing of any three members. A special meeting may be called with less than five working days' notice if the Chair so directs and if there are matters demanding urgent consideration.

Attendance

- 24 Members who are unable to attend may raise any points with the Chair in advance of the meeting to which they relate.
- 25 If the Chair and Senior Independent Director are both unable to attend all or part of a meeting, the remaining non-executives must appoint one of themselves to take the Chair for that meeting or part meeting. The quorum arrangements described at paragraphs 28 to 31 will apply
- 26 The Board may invite or require other staff to attend all or part of meetings as appropriate. Participation by telephone or video-conference call is at the discretion of the Chair. The Chair may ask an attendee to leave the meeting at any time.

Papers

- 27 Unless otherwise agreed, at least five working days before the date of the meeting, the Secretary will send to members and anyone required to attend, a notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed. Supporting papers will be sent at the same time. Late papers are the exception and can only be accepted with the Chair's prior agreement.

Quorum

- 28 The quorum necessary for the transaction of business is five members, provided that in all circumstances a quorum cannot be met unless a majority of the members present are non-executive members.
- 29 A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board.

- 30 If a meeting is inquorate, no formal business can be conducted and a meeting must remain quorate for decisions to be made. If a meeting is inquorate, any discussions will be informal only.
- 31 In the event of inquoracy, the Chair:
- (a) may decide to call a special meeting to undertake all or the remaining business; or
 - (b) may defer decisions to the next meeting where that is feasible within the constraints of statutory and other practical deadlines; or
 - (c) may request one or more employee members to leave the meeting to enable it to become quorate.

Declarations of interest

- 32 The Code of Conduct for Board members describes the circumstances in which interests must be registered and the process for doing so. The Code also provides for the declaration of interests at Board meetings.
- 33 The Secretary must advise the Chair and draw the matter to the attention of the member if, based on a declaration in the register of Members' interests, there appears to be a conflict or potential conflict of interest in relation to an agenda item.
- 34 The Chair may decide that certain agenda items should be considered in the absence of one or more members because a conflict of interest cannot otherwise be managed or mitigated. Where it is practical to do so, the Chair will identify such items in advance of the meeting and they will be identified separately on the agenda as a private session.
- 35 In the case of matters raised on the day, the Chair will inform the Board at the outset of the meeting which (if any) items are to be taken in a private session.
- 36 Periodically, the Board must review the use of private sessions to ensure that the designation was used appropriately and only when necessary.

Decisions and voting

- 37 Where possible, Board decisions are reached by a consensus of members present. Where the Chair cannot achieve a consensus, the matter to be decided is determined by a majority of the votes of the members present.
- 38 Proxy or postal votes on behalf of absent members are not permitted.
- 39 The members may take a vote by a secret ballot if a majority of members agree.
- 40 Dissenting members are entitled to have their dissent recorded in the minutes together with the reason(s) for such dissent.
- 41 Once a matter has been resolved, all members are bound by the Board's decision.
- 42 The Board's decisions may be rescinded or varied only by a subsequent resolution. No decision may be rescinded or varied unless it is reconsidered as a substantive item on the agenda of a subsequent meeting.

Conduct

- 43 The Code of Conduct for Board members describes the standards of behaviour expected during meetings and more generally. The Chair is responsible for maintaining order during Board meetings and may take any reasonable action necessary to ensure the orderly conduct of business.

Minutes

- 44 The Secretary must ensure that the Board maintains proper records of its proceedings and decisions.
- 45 The Secretary will aim to send the draft minutes to the Chair within five working days of the Board meeting to which they relate and the Chair will approve them for distribution to members.
- 46 The Board will approve the minutes at its next meeting. The Secretary must arrange for the minutes of meetings to be published by being posted on an accessible area of the Wales Audit Office's website.

Delegation of functions

- 47 The Wales Audit Office operates in accordance with its scheme of delegation but the delegation of a function does not prevent the Board from exercising the function itself.

Board committees

- 48 The Board may establish, and delegate functions to committees (except where such delegation is not permitted as set out in the scheme of delegation). The Board will approve the terms of reference of its committees which are reviewed annually.
- 49 Committee members will normally comprise non-executive and elected employee members. However, a person who is neither a member nor an employee of the Wales Audit Office may be a member of a committee provided that the Board delegates no functions to the committee or sub-committee.
- 50 An employee of the Wales Audit Office who is not an employee member may be a member of a committee or sub-committee.

Chair's Action

- 51 The Board delegates the Chair to act on its behalf when dealing with routine actions which would not normally merit an agenda item at a Board meeting, for example the signing of routine documents on behalf of the Board.
- 52 Occasionally, the Chair will need to act on behalf of the Board between meetings on more substantive issues. Where possible, the Board should authorise such action at a prior Board meeting and the Secretary should minute it accordingly.
- 53 Exceptionally, the Chair's action may be required on an urgent matter, where delay would seriously prejudice the Wales Audit Office. In such circumstances the Secretary must ensure that the Chair's action is reported to the next Board meeting and recorded in the minutes of that meeting by way of ratification. In such circumstances, the Board will accept corporate responsibility for any action taken.
- 54 In respect of unexpected and urgent items of business, the Chair may decide against invoking Chair's action in favour of engaging all members to reach a collective decision. The Board may consider such business by e-mail on an exception basis. The arrangements for convening a quorum (paragraphs 28 to 31) and for recording decisions (paragraph 44) will apply.

Performance evaluation

- 55 The Board will evaluate its own performance (including the performance of its committees) on an annual basis. Every three to five years, this evaluation must be performed by an independent external consultant.
- 56 The Chair will review members' performance in accordance with the performance management framework established for that purpose. The Chair's performance is reviewed by the Senior Independent Director.
- 57 The Board maintains a learning and development plan, reviewed annually, covering the arrangements for inducting new members and for providing existing members with relevant ongoing training.

Validity of proceedings

- 58 The validity of proceedings of the Board or any committee or sub-committee is not affected by any vacancy or any defective appointment of any of its members.

Wales Audit Office seal

- 59 The application of the seal must be authenticated by:
- the signature of a member of the Board; or
 - any person authorised for the purpose by a resolution of the Board; or
 - by the Wales Audit Office's scheme of delegation.

Review of the terms of reference

- 60 The Board reviews these terms of reference annually.

Appendix 1 – rules for electing employee members to the Board

Responsibility for electoral arrangements

- 1 The Senior Independent Director will act in the capacity of 'Elections Officer' responsible for overseeing the arrangements for conducting the ballot and for certifying the outcome.
- 2 The Board Secretary ('the Secretary') is responsible for assisting the Elections Officer by making the administrative arrangements for the ballot insofar as these are necessary to supplement those provided by a reputable external organisation (see paragraph 21 below).
- 3 If the Secretary intends to contest the ballot, the Elections Officer must appoint an acting secretary to fulfil the Secretary's role in the administration of the ballot. If the Secretary is elected, the position of Board Secretary becomes vacant, and the Board must initiate a recruitment process to replace the Secretary¹.

Notice and timing of ballot

- 4 The Board will determine the deadlines for receipt of nominations and voting. However:
 - (a) The deadline for receipt of nominations should be no less than 8 working days following the notice of ballot and no less than 20 working days before the close of the ballot.
 - (b) The deadline for the close of the ballot should be no more than 45 working days following any vacancy but may be extended by a further 10 working days so as to avoid the election period, including the period for nominations, falling at a time when large numbers of staff are absent or heavily engaged in the completion of audits.
- 5 The ballot will be open for a period of at least 10 working days.
- 6 The Secretary must publish a notice of ballot on the WAO intranet (with a link in an email sent to all staff) no more than 5 working days after a casual vacancy (a vacancy arising for reasons other than the scheduled end of a member's term) occurs, or, in the case of scheduled vacancies, no less than 15 days before the scheduled end of an existing employee member's term. Nominations may be made from the publication of the notice of ballot.

¹ A person who ceases to be Board Secretary by virtue of being elected employee member will be assigned to other work within the organisation, subject to the availability of suitable work, except of course in respect of their work as an employee member.

- 7 The notice of ballot must specify the deadline (date and time) for the receipt of nominations by the Secretary, the date and time for conclusion of voting, and include a link to these election rules.

Nominations

- 8 All WAO employees regardless of form or length of contract, length of service or working hours are eligible to be nominated to stand for election.
- 9 The Board Secretary, liaising with the Head of HR and line managers as appropriate will make arrangements to ensure that staff away from the office, for example on secondment, sick leave or parental leave have an opportunity to participate in the process if they choose to do so.
- 10 Nominations must be made on a form approved by the Elections Officer, be signed by the candidate and five sponsors who are WAO employees (or supported by authentic emails from the relevant persons' WAO email addresses) and be received by the Secretary before the published deadline. A sponsor may only sponsor one candidate for each vacancy. Nominations received after the deadline will not be accepted. It is the candidate's responsibility to ensure that the nomination form is properly completed and delivered to the Secretary before the deadline.
- 11 The Secretary must publish a list of valid nominations received on the WAO intranet as soon as possible after the deadline. The Secretary will make completed nomination forms available for inspection.
- 12 If the number of valid nominations equals the number of places available, voting is not required and those nominated will be deemed elected.
- 13 If the number of valid nominations is less than the number of places available, a ballot will not take place. If there is one eligible candidate, he or she is elected unopposed. A casual vacancy will arise in respect of the unfilled place and the electoral process must be repeated until there are at least a number of candidates equal to the number of vacancies.

Campaigning

- 14 Nominated candidates are permitted to campaign by any or all of the following methods:
 - i. providing a **written statement not exceeding 500 words** for publishing on the intranet (the Hub) and the external voting website. The statement should be sent by email to the Board Secretary who will arrange for translation and publication. When planning their campaign candidates should allow 3 working days for translation and publication on the HUB. Candidates will be provided separately with a date by which the statement should be provided in order for it to be included on the external voting site. Statements which are not received by that date will not be included.

- ii. sending **one email not exceeding 500 words to all staff** – candidates should arrange translation directly through the translation tool (select election process) and issue the email bi-lingually to all staff during the campaign period;
 - iii. inviting all staff to attend **one question and answer session via Teams**, from which an anonymised summary of questions and answers may be published on the elections page on the HUB;
 - iv. **answering ad hoc questions** asked informally orally, via email, Yammer or HUB comments and adding these to a question and answer document on the elections HUB page;
 - v. **recording a one minute video** introducing themselves and their reasons for standing; and
 - vi. the use of a Yammer thread on the 'all company' group to invite and answer questions and answers.
- 15 No other forms of campaigning by the candidate or their supporters will be permitted; neither personal nor work social media accounts should be used for campaigning, save for the all-company yammer group or HUB comments feature which are visible to all staff.
- 16 The campaign period finishes when the ballot opens; candidates are not permitted to campaign after this date.
- 17 Candidates are not permitted to engage in canvassing, defined as the systematic initiation of direct contact with individuals to solicit votes.
- 18 Candidates should ensure that their permitted campaigning is in line with the WAO Code of Conduct. In particular, they must not indicate any political affiliations, and they must not campaign citing the support of any external organisation. They may, however, indicate support by a local (WAO) trade union branch.
- 19 Should nominated candidates require reasonable adjustments to participate in the process, these will be considered in line with the WAO Reasonable Adjustments Policy

Voting

- 20 All employees of the WAO, regardless of form or length of contract, length of service, or working hours are entitled to vote.
- 21 The Board Secretary, liaising with the Head of HR and line managers as appropriate will make arrangements to ensure that staff away from the office, for example on secondment, sick leave or parental leave have an opportunity to participate in the process if they choose to do so.
- 22 The Board will contract the administration of the ballot to a reputable external organisation. The Elections Officer must ensure that suitable arrangements are in place so as to ensure that:
- (a) Employees may only vote once; and

- (b) The outcome is verified independently so that the votes cast by individual staff cannot be accessed by other staff or Board members.
- 23 Staff will be invited to place “1” by their preferred candidate and “2” by their second preference candidate and so on. Any candidate who receives first preference votes above a pre-determined threshold set by reference to a formula is elected. The threshold is set by reference to the following formula:

$$\left(\frac{\text{number of valid votes cast}}{\text{number of available places}+1} \right) + 1$$

- 24 The elected candidate’s surplus votes above this threshold are then transferred to the other candidates in proportion to the elected candidate’s voters’ second preference votes. If any candidate exceeds the threshold after this redistribution, they are elected. If at any point in this process there are no unelected candidates with a number of votes exceeding the threshold, the candidate with the lowest number of first preference votes will be eliminated and their votes will be transferred to the remaining candidates in proportion to their second preference votes. This process continues until the required number of candidates secure enough votes to reach the threshold.
- 25 If there is only one available place in any given election, the threshold becomes half of the total votes. If no candidate achieves more than half of the vote, the candidate with the lowest number of first preference votes will be eliminated and their votes will be transferred to the remaining candidates in proportion to their second preference votes, and so on until one candidate secures more than half of the vote.
- 26 The Secretary must send an email to all staff which explains how votes are to be cast at least 5 working days before the opening of the ballot.
- 27 After the voting deadline, the ballot contractor will independently verify the votes, and the Elections Officer will certify the results. The Secretary must publish an overview of the results on the WAO intranet and make full results available on request. The overview of the results will include the names of each candidate elected, the round they were elected on, and the vote they received on their final round, as well as the names of each candidate not elected with the stage they were eliminated from the ballot and the vote they got on their final round.
- 28 The non-executive Board members will appoint the successful candidates to the Board.

Disputes and allegations of breaches of the Rules

- 29 Any candidate, staff member or member of the WAO Board alleging that a breach of these Rules has occurred must notify the Elections Officer of the facts known to them as soon as practicable after becoming aware of it and must provide to the Elections Officer any evidence in their possession or control.

- 30 The Elections Officer will adjudicate on any such alleged breaches of the Rules or any other disputes regarding the election process or its outcome. Grounds for disputes must be presented in writing within 5 working days of the cause of the dispute becoming apparent. The Elections Officer will seek the views of the other candidates and any other relevant parties and may conduct additional enquiries. The Elections Officer will give their decisions in writing (which may be by email).
- 31 As part of their decision on any dispute, the Elections Officer has discretion to disqualify a candidate. The Elections Officer also has discretion to extend the ballot process or to cancel it and order a new ballot in accordance with these Rules. The Elections Officer must, however, ensure that their decision is reasonable and proportionate to the circumstances.
- 32 The Elections Officer's decisions may be appealed by submitting a written appeal specifying the grounds of the appeal to the Chair of the WAO. Appeals must be made within 5 working days of the Elections Officer's written decision being dispatched. The Chair must determine the appeal promptly and provide their decision in writing (which may be by email). The Chair's decision is final. The Chair has discretion to overturn a disqualification but may not impose a disqualification. The Chair also has discretion to extend the ballot process or to cancel it and order a new ballot in accordance with these Rules. The Chair must, however, ensure that their decision is reasonable and proportionate to the circumstances.
- 33 If a person is disqualified after being elected, their appointment as an employee member of the Board terminates upon the determination of any appeal or, if there is no appeal, upon the expiry of the time limit for appeal, and a casual vacancy then arises.

Appendix 2 – Board champion and link role descriptions

- 1 The Board may appoint members to champion and / or link roles. In doing so the Board will take account of members':
 - Committee and other commitments, such as Chairing and Senior Independent Director responsibilities;
 - any particular expressions of interest or areas of expertise; and
 - any potential conflicts of interest.
- 2 The Board Secretary will maintain a record of Board champion and link appointments.
- 3 The Board will review the appointments annually at its meeting in June, at which meeting each link or champion will provide a brief update on their activity during the year. The impact of the roles will be documented and considered as part of the assessment of the Board's effectiveness.
- 4 In fulfilling either a champion or link role, the Board is clear that:
 - the role does not encroach on actions and activities that are properly for the executive;
 - the role does not encroach on actions and activities that are properly for the Board or its Committees;
 - other Board members cannot abdicate their own responsibility to understand these areas;
 - the role must not restrict a member's ability to fulfil their responsibilities for holding management to account for its actions;
 - the champion or link's views do not necessarily represent those of the Board.

Champion

- 5 In cross-cutting areas of importance identified by the Board, a Board Champion may be nominated to:
 - engage with, and support, staff with responsibility for a subject area;
 - help to promote and/or raise awareness of the subject area; and
 - where appropriate, make sure the subject area is taken into account when the Board or its Committees are considering strategy / policy or making decisions or recommendations.
- 6 In identifying areas of importance, the Board will focus on areas of significance to the achievement of good governance at Audit Wales, which may include areas such as:
 - values and behaviours;
 - cultural maturity and diversity;
 - leadership and management; and
 - the sustainable development principle and future focus.

Link

- 7 The Board may appoint members to link roles in key areas of strategic importance to the organisation. The Board link will:
- seek to gain a deeper level of understanding and knowledge around the key area, its relevance to Audit Wales' ambitions, the opportunities it confers and the challenges it poses, with the aim of better equipping them and the Board to fulfil their roles;
 - act as the Board's liaison with management, including for any advance scrutiny of plans and strategies ahead of Board consideration;
 - attend relevant meetings as appropriate to inform and challenge discussions;
 - use their experience and perspective to support and challenge management on an ongoing basis, encouraging a good practice approach;
 - use their experience to offer guidance to project leads, maximising the effectiveness of their contribution to the topic area;
 - as appropriate, engage with the wider organisation to promote and help raise the profile of the topic area; and
 - seek to ensure that the Board is well positioned to make informed decisions at the right time.
- 8 In selecting topic areas, the Board will focus on their strategic importance in the context of Audit Wales' ambitions, as articulated in the five-year strategy and respective Annual Plans. The Board may also consider:
- the level of investment, including its potential to generate long-term savings;
 - the risks, including opportunity and reputational risks;
 - workforce implications, whether positive or negative; and
 - links to other projects or topic areas.

Link – Project / Task

- 9 The Board may also appoint members to a link role for a specific time limited specific project or piece of work which may require member involvement over a shorter period of time or for a particular purpose. The Board link will:
- carry out their role, following the principles outlined for the broader link role outlined above; and
 - where appropriate highlight their involvement or contribution during the relevant Board consideration of that item.



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Rydym yn croesawu gohebiaeth a galwadau ffôn
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We welcome correspondence and telephone calls in Welsh and English.