

Appointment of the Non-Executive Members and Chair of the Wales Audit Office

September 2020



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About the Committee

The Committee was established on 22 June 2016. Its remit can be found at:
www.senedd.wales/SeneddFinance

Committee Chair:



Llyr Gruffydd MS
Plaid Cymru

Current Committee membership:



Alun Davies MS
Welsh Labour



Siân Gwenllïan MS
Plaid Cymru



Mike Hedges MS
Welsh Labour



Rhianon Passmore MS
Welsh Labour



Nick Ramsay MS
Welsh Conservatives



Mark Reckless MS
Brexit Party

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Conclusions and Recommendations

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1. Background

1. On 5 March 2013, the Welsh Parliament passed the **Public Audit (Wales) Act 2013** (the Act). The Act sets out accountability and governance arrangements relating to the Auditor General for Wales and the Wales Audit Office (WAO). The Act received Royal Assent on 29 April 2013.
2. The Act notably confers several responsibilities upon the Welsh Parliament, including the appointment of five Non-Executive Members to the WAO (including the Chair). The Welsh Parliament is also responsible for making remuneration arrangements in relation to the Non-Executive Members.
3. Oversight of the WAO falls within the remit of the Finance Committee (the Committee). Under **Standing Orders 18.10(v), 18.10(vii) and 18.10(viii)** the Committee is responsible for carrying out the Welsh Parliament's functions relating to the appointment of the Non-Executive Members of the WAO (other than the Chair), and determining the terms of appointment (including remuneration) of the Non-Executive Members.

2. Non-Executive Members of the WAO

Role of the Finance Committee

4. The appointment of Non-Executive Members is delegated to the Committee in [Standing Order 18.10\(v\)](#). However, the Welsh Parliament is responsible for appointing the Chair from amongst the Non-Executive Members.¹ In accordance with Standing Order 18.10(iv), the Committee recommends a Non-Executive Member to the Welsh Parliament for appointment as Chair.

5. In accordance with the Act, Non-Executive Members of the WAO and the Chair may be appointed for a term of office of up to four years, and may serve a maximum of two terms.²

Current Non-Executive membership

6. The current Chair's second and final term of office expires on 16 October 2020, creating a vacancy for a new Non-Executive Member and Chair.

7. One serving Non-Executive Member has indicated that they wish to stand down as soon as possible.

8. Another Non-Executive Member is approaching the end of their first term of office on 30 June 2021 and is, therefore, able to be appointed and serve a second term (subject to satisfying the eligibility requirements in the Act). Given the timing of the next Welsh Parliament elections in May 2021, the Committee sought to appoint a Non-Executive Member for this forthcoming vacancy as part of the recruitment exercise. Of the two remaining Non-Executive Members, one is currently serving their first term of office until 15 March 2023 and another is serving their second term, also until 15 March 2023.

9. All serving Non-Executive Members were invited to consider applying for the position of Chair of the WAO for the remainder of their current term of office.

¹ [Public Audit \(Wales\) Act 2013, Schedule 1, paragraph 5](#)

² [Public Audit \(Wales\) Act 2013, Schedule 1, paragraph 6](#)

The Recruitment Process

10. The Committee advertised for candidates interested in applying to become Non-Executive Members on the Welsh Parliament’s website. Additional adverts were placed in:

- Sunday Times
- Guardian
- Public Finance
- Women on Boards
- Fish 4 Jobs
- Golwg

11. The advert was posted on 7 May 2020, with a closing date of 1 June 2020. 49 applications were received from 18 women and 31 men. 10 candidates were subsequently interviewed, including the incumbent Non-Executive Member eligible to serve a second term of office.

12. Interviews took place on 29-30 June and 2 July 2020, at which candidates were required to give a short presentation and were questioned on the criteria set out in the job description. The panel members were:

- Llyr Gruffydd MS, Chair of the Finance Committee
- Mike Usher, Sector Lead - Health and Central Government, Audit Wales
- Lowri Williams, Head of Human Resources, Welsh Parliament

Consultation on remuneration and terms of appointment

13. The Act requires the Welsh Parliament to consult with “an appropriate person with oversight of public appointments” before setting remuneration arrangements and other terms of appointment for the Non-Executive Members (including the Chair).³ Accordingly, the Finance Committee consulted with the Director of Human Resources, within the Public Appointments Unit at the Welsh

³ Public Audit (Wales) Act 2013, Schedule 1, paragraph 9(1).

Government, who responded on 25 June 2020⁴, providing remuneration details for comparative Welsh Government public appointments and confirming that he did not have any substantive views on the Committee's proposed terms and conditions.

14. Additionally, in accordance with the requirements of the Act⁵, prior to setting the terms and conditions of appointment for the Chair, the Committee consulted the First Minister. The First Minister indicated that remuneration for the Chair is above the maximum equivalent offered under the Welsh Government's remuneration scheme covering public appointments and noted the Committee's recommendation to maintain the same remuneration arrangements as the incumbent Chair at this stage.

15. The Committee has considered the responses from the First Minister and the Welsh Government's Director of Human Resources, but believes the remuneration for these roles is commensurate with the responsibility afforded to the positions.

Appointment of Non-Executive Members

16. Following the recruitment process, three candidates were chosen to take up the role of Non-Executive Members, for a maximum period of four years.

17. The following three candidates were successful:

- Elinor Gwynn – Ms Gwynn has a scientific and legal background, together with extensive experience in matters relating to the environment and sustainable development. She has considerable experience working in the third sector and public sector in Wales and has previously held Board level positions for the Heritage Lottery Fund and the National Trust.
- Ian Rees – Dr Rees is a highly experienced leader in Education and Training, with considerable experience of working on a regional and national level across the public sector. He has served as a non-executive Board member for public bodies in Wales since 2006, including the Arts Council for Wales and the Welsh Language Commissioner.

⁴ [Letter from the Public Appointments Division, Welsh Government: Consultation on the remuneration arrangement and terms of appointment for Non-Executive Members, 25 June 2020](#)

⁵ [Public Audit \(Wales\) Act 2013, Schedule 1, paragraph 7\(2\)](#)

- Alison Gerrard – Ms Gerrard is currently serving her first term of office as a Non-Executive Member of the WAO and also chairs its Audit and Risk Assurance Committee. She has 14 years' experience at Board level, as well as previous experience at Director level, including in public sector corporate governance and financial management. Ms Gerrard has vast experience working within the NHS in Wales and was an independent member of the WAO Audit and Risk Assurance Committee prior to her appointment to the WAO.

Conclusion 1. The Committee appoints Elinor Gwynn as Non-Executive Member of the Wales Audit Office, from 1 October 2020 until 30 September 2024.

Conclusion 2. The Committee appoints Ian Rees as Non-Executive Member of the Wales Audit Office, from 17 October 2020 until 16 October 2024.

Conclusion 3. The Committee appoints Alison Gerrard, to serve a second term, as Non-Executive Member of the Wales Audit Office, from 1 July 2021 until 30 June 2025.

3. Chair of the Wales Audit Office

18. The Act requires the Welsh Parliament to appoint the Chair from amongst the Non-Executive Members.⁶ Therefore, the Committee must make a recommendation to the Welsh Parliament for approval.⁷

19. The Committee received six applications for the position of Chair from two women and four men. Four candidates were subsequently selected for interview.

20. Following the recruitment process, the Committee is recommending Lindsay Foyster for the appointment of Chair of the Wales Audit Office (Ms Foyster's career history is annexed to this report). Whilst the Chair may be appointed for a term of office of up to four years, Ms Foyster is already serving her second term of office as a Non-Executive Member. Therefore, her appointment as Chair will expire when her second term as a Non-Executive Member ends on 15 March 2023.

21. In accordance with the Act, the Committee has consulted the First Minister on the appointment of the Chair.⁸ The First Minister responded on 25 August⁹ and raised no objections with the proposed candidate.

Recommendation 1. The Committee recommends that the Welsh Parliament appoints Lindsay Foyster as Chair of the Wales Audit Office from the Non-Executive Members, from 17 October 2020 until 15 March 2023.

⁶ [Public Audit \(Wales\) Act 2013, Schedule 1, paragraph 5](#)

⁷ [Standing Order 18.10\(iv\)](#)

⁸ [Public Audit \(Wales\) Act 2013, Schedule 1, paragraph 5\(2\)](#)

⁹ [Letter from the First Minister: Consultation on the appointment of the Chair, 25 August 2020](#)

Annex: Career History – Lindsay Foyster

2016-current - Management Consultant (self-employed)

Focussed on development of excellence in governance. Builds on values and principles that emerge through an inclusive approach, supporting third sector organisations to develop robust governance that meets regulatory requirements, aspires to best practice and supports sustainable development of the organisation.

2016-current – Executive Coach (self-employed)

Provides high value coaching to senior executives, primarily within the third sector and facilitates intensive day/residential management team coaching development sessions.

2015-current - Non-Executive Board Member, Wales Audit Office (re-appointed to 2023)

Productive engagement at all Board meetings and currently leading improvement on Board work programme and meeting planning. As Senior Independent Director, regularly act as sounding board/mentoring support to the Chair in navigating the WAO Board through complex issues including a significant change programme delivering transformation on digital, communications and ways of working. Proficient strategic input to risk management; performance management and financial management as well as influential involvement in shaping the strategic direction of the Wales Audit Office. As Chair of Remuneration and HR Committee steering a refreshed and collaborative approach to strategic HR.

Specific roles:

Non-Executive Equalities Lead 2015-2017

Member of Audit and Risk Assurance Committee 2015-2017

Chair of Remuneration and HR Committee 2018-19 and May-July 2020

Senior Independent Director 2019-ongoing

1995-2014 - Director Mind Cymru, Mind

Corporate management responsibility including shaping and implementing strategy and corporate service objectives. Financial management of all resources in Wales alongside developing, servicing and reporting to the Wales governance

Board. External representation to media, Welsh Government, funders and other major stakeholders.

1991-1995 - Mental Health Development Officer, Intervol

Development of mental health third sector strategic approach; impactful support on governance to individual third sector organisations; initiated and co-ordinated network meetings with a wide range of stakeholders. Pioneered third sector and service user voice in joint planning and chaired multi-agency working groups.

1986-1991 - Housing development officer, Cardiff Mind

Support to tenants; development of new housing projects; representation of third sector of relevant statutory joint planning forums.