

Bundle Remuneration & Terms of Service Committee 9 April 2019

- 1 R19.21 Apologies
- 2 R19.22 Declarations of interest
- 3 R19.23 Draft minutes public 14.1.19 - for approval
R19.23 Minutes_RATS_14.1.19_Public_V0.01Draft.doc
- 4 R19.24 Summary action log - for discussion
R19.24 RaTS Summary Action log PUBLIC_live document v17.0 22.1.19.docx
- 5 R19.25 Summary of in committee matters discussed at previous meeting: Executives' and Directors' remuneration; Healthy Prestatyn and managed practices; upholding professional standards in Wales
- 6 R19.26 Policy approval mechanism - Workforce and OD: for approval
R19.26a Policy Approval Mechanism Cover sheet 090419.docx
R19.26b Policy Approval Mechanism 14 2 2019.docx
- 7 R19.27 Draft R&TS Committee Annual Report 18/19 - for approval
R19.27a RaTS annual report 18 19 coversheet.docx
R19.27b R&TS Committee Annual Report 2018_19 draft v0.02.docx
- 8 R19.28 Issues of significance to inform the Chair's Assurance Report to the Board
- 9 R19.29 Any other business
- 10 R19.30 Date of next meeting - 13.5.19
- 11 R19.31 Resolution to exclude the Press and Public
- 12 IN COMMITTEE



Remuneration & Terms of Service Committee (R&TS)

DRAFT Minutes of the Meeting Held on
14.1.19 in Carlton Court, St Asaph

Present: Mr M Polin Mrs J Hughes Mr M Hughes Mrs MW Jones	Chair Independent Member Independent Member Vice-Chair
In Attendance: Mr G Doherty Mrs S Green Mr T Hubbard Mrs L Jones	Chief Executive (part meeting – joined during in committee session) Executive Director of Workforce & Organisational Development Deputy Director of Nursing (part meeting) Assistant Director
Agenda Item	Action
R19.1 Apologies for absence None.	
R19.2 Declarations of interests None.	
R19.3 Minutes of meeting held on 26.11.18 for accuracy and matters arising The minutes were agreed as an accurate record.	
R19.4 Summary action log The summary action log was reviewed and updated accordingly. Mrs Green advised that some policies currently being worked through would be circulated between R&TS meetings once they had been processed via the committee governance sub-structure. Certain policies would still need formal sign off by the R&TS Committee.	
R19.5 Summary of In Committee Matters from the Previous Meeting to be Reported in Public It was noted that Executive portfolios, a Tawel Fan internal decision review, Upholding Professional Standards in Wales, and pay protection had been discussed at the previous meeting. Mrs Green alluded to ongoing dialogue regarding the internal decision review.	

<p>R19.6 NHS Wales Menopause Policy WP66</p> <p>Mrs Green presented this all Wales policy, approved by the Local Partnership Forum (LPF), and explained that it was linked to the pay deal and sickness absence target. Mrs Hughes emphasised the need for managers to take the policy seriously, given the importance of the subject matter. Mrs Green agreed to review the appropriateness of references to female managers in appendix 1. Subject to this, the policy was ratified.</p>	SG
<p>R19.7 Organisational Change Policy WP65 and Report</p> <p>Mrs Green presented this updated all Wales policy and explained that there were no fundamental changes, except that the pay protection process had been built in to the document. Mrs Green reported that, in respect of historic pay protection and the absence of an electronic monitoring system, records held by Shared Services had been identified, and a retrospective trawl would be carried out by members of her team. She explained the job offer and monitoring process that should be followed, and gave an assurance that a more robust system was now in place for new cases going forward. Following discussion on systems in other health boards, redundancy and tests of reasonableness, and noting that the LPF had already given approval, the Committee ratified the policy. The accompanying report was noted.</p>	
<p>R19.8 Nursing & Midwifery Council (NMC) Registration and Revalidation Annual Report</p> <p>Mr T Hubbard attended to present this report. He highlighted positive reductions in NMC registration lapses and also referrals. In response to a question from the Chair, he stated that there were no common themes relating to the latter; previously Tawel Fan had featured as a theme, however there was now a mixture of reasons for referrals. In response to a question from an Independent Member, Mr Hubbard stated that carrying out root cause analyses and formal investigations had impacted positively on the number of registration lapses. Mrs Green added that individuals could not practice as a qualified nurse if their registration had lapsed, and would only be able to work at a lower paid grade until the matter was resolved. It was noted that revalidation took place every 3 years. In response to an Independent Member, Mr Hubbard agreed to seek comparative data from the rest of Wales, to be circulated outside the meeting. Mrs Green concluded that she was hoping for conclusion on Tawel Fan cases soon. The recommendations on page 7 of the report were noted. Mr Hubbard was thanked and he left the meeting.</p>	TH
<p>R19.9 Issues of significance to inform the Chair's Assurance Report to the Board</p> <p>It was noted that business discussed would be summarised in the Chair's Assurance Report to the Board.</p>	
<p>R19.10 Any other business</p> <p>None.</p>	

R19.11 Date of next scheduled meeting to be held in public 13.5.19, 3.00pm, Carlton Court.	
R19.12 Resolution to exclude Press and Public It was resolved to move into private session.	

Betsi Cadwaladr University Health Board is the operational name of Betsi Cadwaladr University Local Health Board

Remuneration and Terms of Service Committee

Summary Action Plan – Public

Officer	Minute reference and action agreed	Timescale	Latest update position	Revised timescale
Actions from Meeting Held 26.11.18				
S Green	R18.64.1 - Mrs Green stated that it might be necessary to grant delegated authority in future for some policies, to avoid delays in approving those which had already been agreed on an All Wales basis. There was also a need to work through the issue of distinguishing a policy from a procedure or guideline. Mrs Green agreed to review both matters and report back to the Committee.	January 2019	Update due at January R&TS meeting. Update 14.1.19 – SG confirmed that policy review being finalised – agreed that after appropriate consideration via the committee structure, some policies can be circulated to R&TS in between meetings; certain policies will need to be submitted to the R&TS Committee as advised by SG.	Closed
Actions from the meeting held 14.1.19				
S Green	R19.6 Menopause Policy – Mrs Green agreed to review the appropriateness of references to female managers in appendix 1.	1.2.19	Update due at April meeting	
T Hubbard (via L Jones)	R19.8 NMC revalidation and registration - Mr Hubbard agreed to seek comparative data from the rest of Wales, to be circulated outside the meeting.	15.2.19	Mr Hubbard reports: <i>We did take this to the All Wales AND Group but it was not agreed that they would share their information for benchmarking purposes and as you can see below the NMC advisor was being invited to see if there was a way of doing this.</i>	Closed

V17.0 2.4.19

**Health Board /
Remuneration &
Terms of Service
Committee**



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Betsi Cadwaladr
University Health Board

To improve health and provide excellent care

9th April 2019

Report Title:	POLICY APPROVAL MECHANISM, WORKFORCE AND ORGANISATIONAL DEVELOPMENT POLICIES
Report Author:	Ms. Lesley Hall, Assistant Director Workforce and Organisational Development
Responsible Director:	Mrs. Sue Green, Executive Director of Workforce and Organisational Development
Public or In Committee	Public
Purpose of Report:	This report sets out the proposed approval process for Workforce and Organisational Development Policies.
Approval / Scrutiny Route Prior to Presentation:	No prior scrutiny
Governance issues / risks:	All policies / procedures which present a financial risk to the organisation will be presented to the Committee for approval, unless it is as a result of legislative/ Terms and Conditions changes which are outside the control of the organisation.
Financial Implications:	None. This paper outlines the proposed approval mechanism.
Recommendation:	It is recommended that the committee endorses the proposals for WOD Policy/procedure approval

Health Board's Well-being Objectives <i>(indicate how this paper proposes alignment with the Health Board's Well Being objectives. Tick all that apply and expand within main report)</i>	✓	WFGA Sustainable Development Principle <i>(Indicate how the paper/proposal has embedded and prioritised the sustainable development principle in its development. Describe how within the main body of the report or if not indicate the reasons for this.)</i>	✓
1.To improve physical, emotional and mental health and well-being for all	✓	1.Balancing short term need with long term planning for the future	

2.To target our resources to those with the greatest needs and reduce inequalities		2.Working together with other partners to deliver objectives	
3.To support children to have the best start in life		3. Involving those with an interest and seeking their views	
4.To work in partnership to support people – individuals, families, carers, communities - to achieve their own well-being		4.Putting resources into preventing problems occurring or getting worse	
5.To improve the safety and quality of all services	✓	5.Considering impact on all well-being goals together and on other bodies	✓
6.To respect people and their dignity	✓		
7.To listen to people and learn from their experiences			
Special Measures Improvement Framework Theme/Expectation addressed by this paper			
http://www.wales.nhs.uk/sitesplus/861/page/81806			
Equality Impact Assessment			
Equality Impact Assessment is undertaken on individual policies / procedures.			

Disclosure:

Betsi Cadwaladr University Health Board is the operational name of Betsi Cadwaladr University Local Health Board

POLICY APPROVAL MECHANISM

WORKFORCE AND ORGANISATIONAL DEVELOPMENT

1. PURPOSE OF THE REPORT

This report sets out the proposed approval process for Workforce and OD Policies.

2. INTRODUCTION/CONTEXT

Until October 2018 the approval body for Workforce and OD policies and procedures was the Finance and Performance Committee which met monthly. The approval body was then changed to the Remuneration and Terms of Service Committee which meets quarterly. It is therefore proposed that an alternative approval process is agreed for specific policies to ensure minimal delay to implementation. It should be noted that following development and subsequent consultation, all policies are taken to Local Partnership Forum / Local Negotiating Committee (Medical and Dental specific policies / procedures), for approval prior to being submitted to RaTS for ratification.

3. PROPOSED APPROVAL ROUTE

3.1 Policies developed by NHS Wales

Most key workforce policies are now developed nationally and ratified by the Welsh Partnership Forum, with the expectation that they are adopted by individual organisations at the earliest opportunity. These policies can only be amended through agreement by the Welsh Partnership Forum.

Proposed Solution

It is proposed that NHS Wales policies are approved by the Executive Director of Workforce and Organisational Development to enable implementation at the earliest opportunity. These policies will be circulated to the committee for information at the time of approval.

3.2 BCUHB Policies which may have a financial implication (legislation)

Any revised policy which has a financial implication, will often be as a result of new or amended legislation or amendments to national terms and conditions e.g. maternity leave, parental leave. In this case, the organisation does not have discretion with regard to implementation.

Proposed Solution

It is proposed that policies which have been revised as a result of legislation/terms and conditions, changes are approved by the Executive Director of Workforce and OD circulated to the committee for information at the time of approval, including a list of revisions.

3.3 New or revised BCUHB Policies/procedures which have a significant new or revised financial implication.

These are comparatively few in number. e.g study leave, relocation expenses.

Proposed Solution

It is proposed that these policies or procedures are approved by the Remuneration and Terms of Service Committee.

3.4 Minor changes to BCUHB Policies/procedures.

Minor changes required to policies and procedures include changes to reflect organisational hierarchies and improving clarity of the document.

Proposed Solution

It is proposed that these policies or procedure are approved by the Executive Director of Workforce and OD and *circulated to the committee for information at the time of approval, listing the revisions.*

3.5 New BCUHB Procedures.

The number of new BCUHB procedures are comparatively few, and are usually as a result of revised terms and conditions of service.

Proposed Solution

It is proposed that new procedures are approved by the Remuneration and Terms of Service Committee unless there is an imperative to implement quickly. In these cases Chair's approval will be sought, and reported at the next committee.

4. EQUALITY IMPACT ASSESSMENT

All policies and procedure are subject to equality impact assessment, so are subject to individual scrutiny.

5. RECOMMENDATION

It is recommended that the committee endorses the proposals for WOD Policy/procedure approval.

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**Health Board /
Remuneration &
Terms of Service
(R&TS) Committee**



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University Health Board

To improve health and provide excellent care

9th April 2019

Report Title:	R&TS Committee Annual Report 18/19
Report Author:	Mrs Liz Jones, Assistant Director, Corporate Governance
Responsible Director:	Mrs. Sue Green, Executive Director of Workforce and Organisational Development
Public or In Committee	Public
Purpose of Report:	This report outlines the Committee's activities during 2018/19, including main items of business, membership, assurance, self-assessment against objectives, key risks, terms of reference and plans for the current year.
Approval / Scrutiny Route Prior to Presentation:	The report has had prior scrutiny by the Executive Director of Workforce and Organisational Development.
Governance issues / risks:	Presentation of Committee Annual Reports is a Health Board requirement for all Committees. There are no specific risks associated with the presentation of this report.
Financial Implications:	None.
Recommendation:	It is recommended that the Committee approves its annual report for submission to the Audit Committee.

Health Board's Well-being Objectives <i>(indicate how this paper proposes alignment with the Health Board's Well Being objectives. Tick all that apply and expand within main report)</i>	✓	WFGA Sustainable Development Principle <i>(Indicate how the paper/proposal has embedded and prioritised the sustainable development principle in its development. Describe how within the main body of the report or if not indicate the reasons for this.)</i>	✓
1.To improve physical, emotional and mental health and well-being for all	✓	1.Balancing short term need with long term planning for the future	

2.To target our resources to those with the greatest needs and reduce inequalities		2.Working together with other partners to deliver objectives	
3.To support children to have the best start in life		3. Involving those with an interest and seeking their views	
4.To work in partnership to support people – individuals, families, carers, communities - to achieve their own well-being		4.Putting resources into preventing problems occurring or getting worse	
5.To improve the safety and quality of all services	✓	5.Considering impact on all well-being goals together and on other bodies	✓
6.To respect people and their dignity	✓		
7.To listen to people and learn from their experiences			
Special Measures Improvement Framework Theme/Expectation addressed by this paper			
http://www.wales.nhs.uk/sitesplus/861/page/81806			
Equality Impact Assessment			
Equality Impact Assessment is undertaken on individual policies / procedures.			

Disclosure:

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**DRAFT**

Remuneration & Terms of Service Committee Annual Report 2018/19

1. Title of Committee:

Remuneration & Terms of Service (R&TS) Committee

2. Name and role of person submitting this report:

Sue Green, Executive Director of Workforce & Organisational Development.

3. Dates covered by this report:

01/04/2018-31/03/2019

4. Number of times the Committee met during this period:

The Committee was required by its terms of reference to meet at least once a year. During the 2017/18 reporting period the Committee met on five occasions, comprising four meetings held in public followed by an in committee section of the agenda when sensitive or confidential information was discussed in private, plus one extraordinary in committee meeting.. Attendance at meetings is detailed within the table below:

Members of the Committee	30.4.18	11.6.18 Extraordinary	30.7.18	26.11.18	14.1.19
Mrs M Hanson	✓	◆	◆	◆	◆
Dr P Higson	✓	✓	✓	◆	◆
Mrs J Hughes	◆	◆	✓	✓	✓
Mr M Hughes	◆	◆	◆	✓	✓
Mrs MW Jones	◆	✓ [co-opted]	✓	✓	✓
Mrs L Meadows	✓ [co-opted]	◆	◆	◆	◆

Mr M Polin	◆	◆	◆	✓	✓
Mr C Stradling	x	✓	✓	◆	◆
In attendance	30.4.18	11.6.18	30.7.18	26.11.18	14.1.19
Mr G Doherty	✓	✓	x	✓	**✓
Mrs S Green	✓	✓	✓	✓	✓

◆ Not a Committee member at this time

** Part meeting.

5. Assurances the Committee is designed to provide:

The Committee is designed to provide

- advice to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government;
- assurance to the Board in relation to the Health Board's arrangements for the remuneration and terms of service, including contractual arrangements, for *all staff*, in accordance with the requirements and standards determined for the NHS in Wales; and
- to perform certain, specific functions as delegated by the Board and listed in the terms of reference.

During the period that this Annual Report covers, the Committee operated in accordance with its terms of reference – version 3.0 being operative between 1.4.18 and 6.9.18, and version 4.0 being operative between 7.9.18 to 31.3.19. The terms of reference are appended at Appendix 1 and Appendix 2.

An integral part of the process is the requirement for the Committee to undertake a self-assessment. This year the Health Board has adopted a different approach as recommended by Wales Audit Office, with quarterly reviews of Committee performance being undertaken collectively by the Committee Business Management Group who perform a more integrated governance role in this respect. Modifications to the overall Committee structure have been undertaken in year.

Audit Committee Members held a workshop on 15 May 2018 to review and take account of the contents of each of the Board Committees' and Advisory Groups' Annual Reports. The review was intended to provide evidence on the scope and effectiveness of the 'committees' and of their evaluation of the sources of assurance

available to them. Members concluded that overall the Board can be reasonably assured that 'committees' and assurance systems in place for the year have worked efficiently and effectively. The only specific comment made regarding the Remuneration and Terms of Service Committee was that 'future reports should only list attendees who are listed in the committee's terms of reference'. This has been actioned in the current annual report.

6. Overall ***RAG** status against Committee's annual objectives / plan: **GREEN**

The summary below reflects the Committee's assessment of the degree to which it has met these objectives. The supporting narrative included alongside the assessment below describes this in more detail.

Objective as set out in Terms of Reference	Was sufficient assurance provided?	Was the assurance positive?	Supporting narrative (Please provide detail for all actions showing amber or red assurance levels in terms of actions being taken to address these issues).
	RAG	RAG	
1. To provide advice to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by Welsh Government.	Yes - Green	Yes - Green	<p>During the year (at the meetings held on 11.6.18, 30.7.18, 26.11.18), review and realignment of Executive portfolios and also remuneration at individual Director level, have been considered by the Committee.</p> <p>Key assurances provided by the Executive satisfied Committee members that, in respect of Executive portfolio realignment, any consequential impacts on reporting lines below Executive level would be adequately addressed using the organisational change policy and procedures.</p> <p>The Committee was also satisfied that robust arrangements were in place to ensure the appropriateness of senior individuals' job descriptions and remuneration (to maintain robustness of arrangements, at the time of writing, an extraordinary R&TS Committee meeting was scheduled. The purpose of this meeting would be to focus on mitigating any potential risk of remuneration arrangements for very senior managers not being</p>

			appropriate and therefore giving rise to retention issues with key individuals). The Board was advised of the assurances provided via Chair's Assurance Reports following each meeting throughout the reporting period.
2. To provide assurance to the Board in relation to the Health Board's arrangements for the remuneration and terms of service, including contractual arrangements, for <i>all staff</i> , in accordance with the requirements and standards determined for the NHS in Wales.	Yes - Green	Yes - Green	During the reporting period (at the meetings held on 30.7.18, 26.11.18, 14.1.19), the Committee considered, and was assured on the steps being taken to ensure that systems, including recruitment procedures, were in place to continue to reduce the number of staff receiving pay protection. The Committee was also assured on job planning progress, and that a transition plan would be put in place for fair treatment of staff working in Health Board managed GP practices. In addition, the Committee was satisfied that there were no negative impacts identified from the equality impact assessment on the 2018 pay review.
3. Other specific functions as delegated by the Board: 3.1 Comment specifically upon the remuneration and terms of service for the Chief Executive, Executive Directors and other Very Senior Manager (VSMs) not covered by Agenda for Change; ensuring that the policies on remuneration and terms of service as determined from time to time by the Welsh Government	Yes - Green	Yes - Green	As per objective 1. Covered during Committee discussion during the meetings held on 11.6.18, 30.7.18 and 26.11.18.

are applied consistently.			
3.2 Comment specifically upon objectives for Executive Directors and other VSMs and their performance assessment.	Yes - Green	Yes - Green	As per objective 1. Covered during Committee discussion during the meetings held on 11.6.18, 30.7.18 and 26.11.18. Objective setting and performance review covered on 26.11.18.
3.3 Comment specifically on the performance management system in place for those in the positions mentioned above and its application	Yes - Green	Yes - Green	As per objective 1. Covered during Committee discussion during the meetings held on 11.6.18, 30.7.18 and 26.11.18. Objective setting and performance review covered on 26.11.18.
3.4 Comment specifically on proposals to make additional payments to consultants	Yes - Green	Yes - Green	Waiting list initiative payments discussed as part of consideration of the Remuneration Report at the meeting held on 30.4.18.
3.5 Comment specifically on proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.	Yes - Green	Yes - Green	Arrangements regarding the termination of a very senior manager were discussed by the Committee on 30.4.18.
3.6 Removal and relocation expenses	-	-	No business to discuss during the reporting period in question.
3.7 Consider and approve Voluntary Early Release scheme applications and severance payments in line with Standing Orders and extant Welsh Government guidance	-	-	No business to discuss during the reporting period in question.

3.8 Monitor compliance with issues of professional registration	Yes - Green	Yes - Green	Matters relating to professional registration and revalidation were considered at the Committee meetings of 30.4.18 and 14.1.19.
3.9 Monitor and review risk from the Corporate Risk Register that are assigned to the Committee by the Board and advise the Board on the appropriateness of the scoring and mitigating actions in place.	-	-	No business to discuss during the reporting period in question.
3.10 Investigate or have investigated any activity (clinical and non-clinical) within its terms of reference.	Yes - Green	Yes - Green	<p>An update on a spike in referrals to the NMC was requested, and provided, for the then Chair and CEO following the meeting held on 30.4.18.</p> <p>An internal decision review was considered by the Committee on 26.11.18; this was submitted at the request of the then Chair.</p> <p>The Committee requested at its meeting of 26.11.18 that compliance issues relating to the implementation of the Smoke Free Policy be given further consideration in due course, with input from Public Health.</p> <p>The Committee requested an extraordinary meeting to address appropriate remuneration arrangements for very senior managers, to mitigate retention risks in respect of key individuals.</p>
3.11 Obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it	-	-	Not necessary during the reporting period in question.

necessary, in accordance with the Board's procurement, budgetary and other requirements.			
3.12 Consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business including approval of Workforce policies	Yes - Green	Yes - Green	Workforce policies considered and approved at the Committee meetings held on 26.11.18 and 14.1.19.
3.13 Consider reports on behalf of the Board giving an account of progress where any exclusion in respect of Upholding Professional Standards in Wales (UPSW) has lasted more than six months.	Yes - Green	Yes - Green	UPSW reports considered by the Committee on 26.11.18 and 14.1.19.

7. Main tasks completed / evidence considered by the Committee during this reporting period

Consideration of:

- Draft R&TS Committee Annual Report 2017/18
- Remuneration report
- Nursing & Midwifery Council (NMC) Registration and Revalidation Annual Reports
- Review and realignment of Executive portfolios
- Pay protection reports
- Individual Director's remuneration
- Smoke Free, Managing Attendance and Adverse Weather Conditions & Transport Disruption, Time off in Lieu, NHS Wales Menopause, NHS Wales Organisational Change Policies approved/ratified
- Pay review update with equality impact assessment
- Revised R&TS Committee terms of reference
- Internal decision review
- UPSW reports

- Issues relating to managed GP practices
- Executive and Directors' remuneration.

Full details of the issues considered and discussed by the Committee are documented within the agenda and minutes which are available on the Health Board's website and can be accessed from the following link:-

<http://www.wales.nhs.uk/sitesplus/861/page/88168>

8. Key risks and concerns identified by this Committee in-year which have been highlighted and addressed as part of the Chair's reports to the Board:

Meeting Date	Key risks including mitigating actions and milestones
30.4.18	<ul style="list-style-type: none"> • Spikes in data for referrals to the NMC in April to June 2016 - further update provided
11.6.18	<ul style="list-style-type: none"> • Risks associated with realignment of Executive portfolios and the associated reporting lines below Executive level
26.11.18	<ul style="list-style-type: none"> • Compliance issues relating to the implementation of the Smoke Free policy
14.1.19	<ul style="list-style-type: none"> • Risks associated with failure to have in place appropriate remuneration arrangements for very senior managers.

9. Focus for the year ahead:

The primary focus of the Committee over the next twelve months will be

- Remuneration, terms of service, objective setting and performance management of Executives and Very Senior Managers

and, as and when required:

- UPSW, pay protection, policies, termination payments, relocation expenses, remuneration report, professional regulation, safehaven, corporate health at work and quality impact assessment of savings schemes.

The Committee has established a Cycle of Business for the year ahead covering the breadth of its work, and primarily focussing on its key areas of risk, as defined in the Board's Corporate Risk and Assurance Framework. This is attached at Appendix 3.

***Key:**

Red	= not on target to achieve all actions, and may not achieve these actions by the next quarter
Amber	= not on target to achieve all actions, but has plans in place to see these actions achieved by the next quarter
Green	= on target to achieve all actions

Appendix 1 – Terms of Reference operative within the reporting period - between 1.4.18 and 6.9.18

Betsi Cadwaladr University Health Board Terms of Reference and Operating Arrangements

REMUNERATION AND TERMS OF SERVICE COMMITTEE

1. INTRODUCTION

- 1.1 The Board shall establish a committee to be known as the Remuneration and Terms of Service Committee (**R&TS**). The detailed terms of reference and operating arrangements in respect of this Committee are set out below.

2. PURPOSE

- 2.1 The purpose of the Committee is to provide:
- advice to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government;
 - assurance to the Board in relation to the Health Board's arrangements for the remuneration and terms of service, including contractual arrangements, for *all staff*, in accordance with the requirements and standards determined for the NHS in Wales; and
 - to perform certain, specific functions as delegated by the Board and listed below.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 The Committee, in respect of its provision of advice and assurance will and is authorised by the Board to: -

3.1.1 comment specifically upon

- the remuneration and terms of service for the Chief Executive, Executive Directors and other Very Senior Managers (VSMs) not covered by Agenda for Change; ensuring that the policies on

remuneration and terms of service as determined from time to time by the Welsh Government are applied consistently;

- objectives for Executive Directors and other VSMs and their performance assessment;
- performance management system in place for those in the positions mentioned above and its application;
- proposals to make additional payments to consultants;
- proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.
- removal and relocation expenses

3.1.2 consider and approve Voluntary Early Release scheme applications and severance payments in line with Standing Orders and extant Welsh Government guidance.

3.1.3 to monitor compliance with issues of professional registration.

3.1.4 monitor and review risks from the Corporate Risk Register that are assigned to the Committee by the Board and advise the Board on the appropriateness of the scoring and mitigating actions in place;

3.1.5 investigate or have investigated any activity (clinical and non-clinical) within its terms of reference. It may seek relevant information from any:

- employee (and all employees are directed to cooperate with any legitimate request made by the Committee); and
- other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.

3.1.6 obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements;

3.1.7 consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business.

3.1.8 Ensure that the Chair of Finance and Performance Committee is sighted on matters delegated to that Committee to monitor.

4. SUB-COMMITTEES

4.1 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

5. MEMBERSHIP

5.1 Members

- Four Independent Members of the Board
- The Chair of the Audit Committee will be appointed to this Committee either as Vice-Chair or a member.

5.2 In attendance

- Chief Executive Officer
- Executive Director of Workforce and Organisational Development (Lead Director)

5.2.1 Other Directors will attend as required by the Committee Chair, as well any others from within or outside the organisation who the Committee considers should attend, taking into account the matters under consideration at each meeting. A Staff side Chair of the Local Partnership Forum will be in attendance at meetings held in public as an ex-officio member.

5.3 Member Appointments

5.3.1 The membership of the Committee shall be determined by the Chairman of the Board taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government. This includes the appointment of the Chair and Vice-Chair of the Committee who shall be Independent Members.

5.3.2 Appointed Independent Members shall hold office on the Committee for a period of up to 4 years. Tenure of appointments will be staggered to ensure business continuity. A member may resign or be removed by the Chairman of the Board. Independent Members may be reappointed up to a maximum period of 8 years.

5.4 Secretariat

5.4.1 Secretary: as determined by the Board Secretary.

5.5 Support to Committee Members

5.5.1 The Board Secretary, on behalf of the Committee Chair, shall:

- Arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
- Ensure the provision of a programme of development for Committee members as part of the overall Board Development programme.

6. COMMITTEE MEETINGS

6.1 Quorum

- 6.1.1 At least two Independent Members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice-Chair. In the interests of effective governance it is expected that at least one Executive Director will also be in attendance.

6.2 Frequency of Meetings

- 6.2.1 The Chair of the Committee, in agreement with Committee Members, shall determine the timing and frequency of meetings, as deemed necessary. It is expected that the Committee shall meet at least once a year, consistent with the Health Board's annual plan of Board Business.

6.3 Withdrawal of individuals in attendance

- 6.3.1 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

7. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES

- 7.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

- 7.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference.

- 7.3 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board through the:

7.3.1 joint planning and co-ordination of Board and Committee business; and

7.3.2 sharing of information

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance arrangements.

- 7.4 The Committee shall embed the corporate goals and priorities through the conduct of its business and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the Well-Being of Future Generations Act.

8. REPORTING AND ASSURANCE ARRANGEMENTS

8.1 The Committee Chair shall:

8.1.1 report formally, regularly and on a timely basis to the Board on the Committee's activities, via the Chair's assurance report as well as the presentation of an annual Committee report;

8.1.2 ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive or Chairs' of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

8.2 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

9.1 The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

10. REVIEW

10.1 These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

Date of approval

Audit Committee 14.9.17

Health Board 21.9.17

Reported to RATS 16.10.17

V3.0 approved

Appendix 2 – Terms of Reference operative within the reporting period – between 7.9.18 and 31.3.19

Betsi Cadwaladr University Health Board Terms of Reference and Operating Arrangements

REMUNERATION AND TERMS OF SERVICE COMMITTEE

1. INTRODUCTION

- 1.1** The Board shall establish a committee to be known as the Remuneration and Terms of Service Committee (**R&TS**). The detailed terms of reference and operating arrangements in respect of this Committee are set out below.

2. PURPOSE

- 2.1** The purpose of the Committee is to provide:
- advice to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government;
 - assurance to the Board in relation to the Health Board's arrangements for the remuneration and terms of service, including contractual arrangements, for *all staff*, in accordance with the requirements and standards determined for the NHS in Wales; and
 - to perform certain, specific functions as delegated by the Board and listed below.

3. DELEGATED POWERS AND AUTHORITY

- 3.1** The Committee, in respect of its provision of advice and assurance will and is authorised by the Board to: -

3.1.1 comment specifically upon

- the remuneration and terms of service for the Chief Executive, Executive Directors and other Very Senior Managers (VSMs) not covered by Agenda for Change; ensuring that the policies on remuneration and terms of service as determined from time to time by the Welsh Government are applied consistently;

- objectives for Executive Directors and other VSMs and their performance assessment;
 - performance management system in place for those in the positions mentioned above and its application;
 - proposals to make additional payments to consultants;
 - proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.
 - removal and relocation expenses
- 3.1.2 consider and approve Voluntary Early Release scheme applications and severance payments in line with Standing Orders and extant Welsh Government guidance.
- 3.1.3 to monitor compliance with issues of professional registration.
- 3.1.4 monitor and review risks from the Corporate Risk Register that are assigned to the Committee by the Board and advise the Board on the appropriateness of the scoring and mitigating actions in place;
- 3.1.5 investigate or have investigated any activity (clinical and non-clinical) within its terms of reference. It may seek relevant information from any:
- employee (and all employees are directed to cooperate with any legitimate request made by the Committee); and
 - other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 3.1.6 obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements;
- 3.1.7 consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business including approval of Workforce policies.
- 3.1.8 Consider reports on behalf of the Board giving an account of progress where any exclusion in respect of Upholding Professional Standards in Wales (UPSW) has lasted more than six months.

4. SUB-COMMITTEES

4.1 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

5. MEMBERSHIP

5.1 Members

- Four Independent Members of the Board
- The Chair of the Audit Committee will be appointed to this Committee either as Vice-Chair or a member.

5.2 In attendance

- Chief Executive Officer
- Executive Director of Workforce and Organisational Development (Lead Director)

Other Directors will attend as required by the Committee Chair, as well any others from within or outside the organisation who the Committee considers should attend, taking into account the matters under consideration at each meeting. A Staff Side Chair of the Local Partnership Forum will be in attendance at meetings held in public as an ex-officio member.

5.3 Member Appointments

- 5.3.1 The membership of the Committee shall be determined by the Chairman of the Board taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government. This includes the appointment of the Chair and Vice-Chair of the Committee who shall be Independent Members.
- 5.3.2 Appointed Independent Members shall hold office on the Committee for a period of up to 4 years. Tenure of appointments will be staggered to ensure business continuity. A member may resign or be removed by the Chairman of the Board. Independent Members may be reappointed to the Committee up to a maximum period of 8 years.

5.4 Secretariat

- 5.4.1 Secretary: as determined by the Board Secretary.

5.5 Support to Committee Members

- 5.5.1 The Board Secretary, on behalf of the Committee Chair, shall:
- Arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
 - Ensure the provision of a programme of development for Committee members as part of the overall Board Development programme.

6. COMMITTEE MEETINGS

6.1 Quorum

- 6.1.1 At least two Independent Members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice-Chair. In the interests of effective governance it is expected that at least one Executive Director will also be in attendance.

6.2 Frequency of Meetings

- 6.2.1 The Chair of the Committee, in agreement with Committee Members, shall determine the timing and frequency of meetings, as deemed necessary. It is expected that the Committee shall meet at least once a year, consistent with the Health Board's annual plan of Board Business.

6.3 Withdrawal of individuals in attendance

- 6.3.1 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

7. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES

- 7.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 7.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference.
- 7.3 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board through the:
- 7.3.1 joint planning and co-ordination of Board and Committee business; and
 - 7.3.2 sharing of information
- in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance arrangements.
- 7.4 The Committee shall embed the corporate goals and priorities through the conduct of its business and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable development principle and in meeting the requirements of the Well-Being of Future Generations Act.

8. REPORTING AND ASSURANCE ARRANGEMENTS

8.1 The Committee Chair shall:

8.1.1 report formally, regularly and on a timely basis to the Board on the Committee's activities, via the Chair's assurance report as well as the presentation of an annual Committee report;

8.1.2 ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive or Chairs' of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

8.2 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

9.1 The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

10. REVIEW

10.1 These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

Date of approval

Health Board 6.9.18

Reported to RATS

V4.0

Appendix 3 – Cycle of Business 2019/20

Remuneration and Terms of Service Committee Cycle of Business

Item	April 19	May 19	Jul 19	Nov 19	Jan 20	Notes
Opening Business						
Apologies for Absence	x	x	x	x	x	
Declaration of Interests	x	x	x	x	x	
Previous Minutes and Action Plan	x	x	x	x	x	
Core Agenda Items						
Report on management action regarding pay protection		x		x		
Committee annual report (inc annual review of ToR)	x					
Corporate Health at Work			x			As per new route planner
Whistle-blowing/safehaven			x			CBMG decided that these arrangements would go to R&TS;
Towel Fan staff issues			x			
Removal and relocation expenses			x			In route planner – note F&P relocation assurance report
Monitoring compliance issues of professional regulation		x		x		

Remuneration Report	x					Need to take Remuneration Report for each financial year prior to submission to May Audit Committee, as part of accounting process
Remuneration and Terms of Service issues : Executives and Very Senior Managers	x	x	x	x	x	
Objective setting arrangements : Executives and Very Senior Managers (every meeting as required)	x	x	x	x	x	
Performance Management : Executives and Very Senior Managers (every meeting as required)	x	x	x	x	x	
Upholding Professional Standards in Wales (<i>In Committee</i>)	x	x	x	x	x	Used to be within F&P ToR
Termination Payments incl VERS (every meeting as required)	x	x	x	x	x	
Policies	x	x	x	x	x	
Closing Business (Standing Items)						
Issues of significance to inform Chair's Assurance Report	x	x	x	x	x	
Summary of In Committee Business to be reported in Public	x	x	x	x	x	
Any Other Business (at Chair's discretion)	x	x	x	x	x	
Date of Next Meeting	x	x	x	x	x	