

# Remuneration & Terms of Service (R&TS Committee) Annual Report 2020-21

### 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:

01/04/2020-31/03/2021

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

The Committee was routinely scheduled to meet 4 times and otherwise as the Chair deemed necessary. During the reporting period, it met on 4 occasions. These were meetings held in public, which were followed by a private section of the agenda when sensitive or confidential information was discussed. In addition, one extraordinary private meeting was convened, to consider urgent interim and substantive Executive appointments.

Attendance at meetings is detailed within the table below:

Members of the Committee	15.6.21	20.7.20	17.8.20	6.10.20	1.2.21
Mark Polin, Chair	P*	Р	Р	А	Ρ
Jackie Hughes, Independent Member	Р	A	Р	Ρ	Ρ
Medwyn Hughes, Independent Member	Р	Р	Р	Р	Ρ
Lucy Reid, Health Board Vice-Chair	P [co- opted]	Р	Р	Р	Ρ

Marian Wyn Jones [Independent Adviser; co-opted]	•	•	Ρ	•	<b>♦</b>
Formally In attendance (as per Terms of Reference)	15.6.21	20.7.20	17.8.20	6.10.20	1.2.21
Simon Dean, Interim Chief Executive	Ρ	A	A	<b>♦</b>	•
Sue Green, Executive Director of Workforce & OD	Ρ	Ρ	Ρ	Ρ	Ρ
Gill Harris, Acting Chief Executive	•	•	•	Р	•
Arpan Guha, Executive Medical Director	•	•	<b>♦</b>	P*	Р
Jo Whitehead, Chief Executive	•	•	•	•	Р
Louise Brereton, Board Secretary	•	•	•	•	Р

# Key:

- P Present
- A Apologies submitted

P\* - Present for part meeting

itted X - Not present

• Not a member of the Committee at this time.

In addition to the above core membership, other Directors and Officers from the Health Board regularly attend meetings of the Committee. For a full list of attendance, please see the approved minutes which can be accessed on the Health Board's website via the following pages:- <u>https://bcuhb.nhs.wales/about-us/committees-and-advisory-groups/</u>

# 5. Assurances the Committee is designed to provide:

The Committee is designed to provide advice and assurance to the Board on the following key areas as set out in its Terms of Reference as follows:-

- 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.

During the period that this Annual Report covers, the Committee operated in accordance with its terms of reference – version 6.0 being operative until 6.10.20, and version 7.0 being operative from 7.10.20. Version 7.0 incorporated the following narrative:

3.1.9 consider reports on behalf of the Board giving an account of progress on performers list regulatory cases.

3.1.10 consider reports on behalf of the Board on the position as regards whistleblowing and Safe haven.

Version 7 also added the Executive Medical Director and Board Secretary as being 'in attendance', with Executive 'in attendance' quoracy amended to read '*at least 2*'. Use of the word 'registered' as opposed to 'allied' was agreed in respect of section 3.1.3. A further statement was added as follows:

'the Executive Director of Finance may be invited to attend as required, and will be consulted on any paper to be submitted to the Committee which may have financial implications'.

Both versions of the terms of reference are appended at Appendix 1 and Appendix 2.

The work programmes, cycles of business and overall performance of each Committee/Group/Forum are reviewed by the Committee Business Management Group (CBMG) which meets quarterly. The CBMG oversees effective communication between Committees, avoiding duplication and ensuring all appropriate business is managed effectively and efficiently through the Health Board's governance framework.

A fundamental review of the Governance Structures has been undertaken by the Interim Director of Governance. This work is being finalised at the point of producing this Annual Report.

The R&TS Committee is required to publish its agenda and papers 7 days ahead of the meeting, and a breach log is maintained by the Office of the Board Secretary where there are exceptions to this requirement. During the reporting period there were two instances of papers being published on the Health Board's website later than the required date.

# 6. Overall \*RAG status against Committee annual objectives / plan: Green/Amber

The summary below reflects the Committee's assessment of the degree to which it has met these objectives.

Objective as set out in Terms of Reference	Assurance Status (RAG)*	Supporting narrative (Please provide narrative against all red and amber including the rationale for the assurance status)	Committee assessment of the quality of the Assurance provided (please provide in narrative format)
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	Green	Satisfactory	Satisfactory
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	Green	Satisfactory	Satisfactory
To perform certain, specific functions as delegated by the Board and listed below:			
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	Green	Satisfactory	Satisfactory
To be sighted on the objectives set by the Chief	Amber	The terms of reference have	Partly assured. Further assurance

Executive for his immediate team, confirm that Directors have had objectives set, and that appropriate and timely performance reviews have taken place		been strengthened to reflect the importance of objectives, and members have had sight of objectives set. However, concerns exist as regards the timeliness of reviews taking place.	is required on the issue of timeliness of performance reviews (this matter features on the April 2021 R&TS Committee agenda; this meeting is outside the current reporting timescale)
Proposals to make additional payments to consultants	-	No business of this nature required consideration during the 2020/21 reporting period.	-
Proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance	-	No business of this nature required consideration during the 2020/21 reporting period.	-
Removal and relocation expenses	-	No business of this nature required consideration during the 2020/21 reporting period.	-
Consider and approve Voluntary Early Release scheme applications and severance payments in line with Standing Orders and extant Welsh Government guidance	-	No business of this nature required consideration during the 2020/21 reporting period.	-
Monitor compliance with issues of professional registration, including the revalidation processes for medical and dental staff	Amber	Only partial assurance due to a number of gaps in reports throughout the	Partly assured.

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and registered nurses, midwifes and health visitors and registered professionals		year, such as the omission of allied health professionals	
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	-	No business of this nature required consideration during the 2020/21 reporting period.	-
Investigate or have investigated any activity (clinical and non-clinical) within its terms of reference.	-	No business of this nature required consideration during the 2020/21 reporting period.	-
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	-	Not required during the reporting period.	-
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	Green	Workforce policies have been presented to R&TS as and when necessary.	Satisfactory
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	Amber	Reports have not been comprehensive, have contained errors and have not provided adequate information on progress. Improved reports are being developed but are	Partly assured.

		not yet regularly presented to the Committee	
Consider reports on behalf of the Board giving an account of progress on performers list regulatory cases	Amber	Performers list reports have been regularly presented to the Committee. However, queries have been raised regarding the composition of the Performers list and the associated information reported.	Partly assured. Clarity is required on the composition of the Performers list and what should therefore be reported on (this matter featured on the April 2021 R&TS Committee agenda; this meeting was outside the current reporting timescale).
Consider reports on behalf of the Board on the position as regards whistleblowing and Safe haven	Amber	The safe haven report contained little information on action or lessons learnt, and a review of the whistleblowing process has highlighted gaps requiring an overhaul of the process.	Partly assured.

"Key:	
Red	= the Committee did not receive assurance against the objective
Amber	= the Committee received assurance but it was not positive or the Committee was partly assured but further action is needed
Green	= the Committee received adequate assurance against the objective

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

The key substantive agenda items considered during the 2020/21 reporting period were as follows

• Draft Remuneration & Staff Report 2019/20 – approved for submission to the Audit Committee

- Executive Team acting/interim arrangements were agreed
- The search and appointment process for the Chief Executive was approved
- The R&TS Committee Annual Report 2019/20 was approved
- The Reserve Forces Training and Mobilisation All Wales Policy was noted
- The General Medical Council revalidation update 2020 was noted
- The Nursing & Midwifery Council Registration, Revalidation and Fitness to Practice Annual Report 2019 was noted
- Upholding Professional Standards in Wales updates were noted
- An update on GP managed practice staff harmonisation of pay and terms & conditions was noted
- An Executive Team update relating to appointments and the development of new roles was noted
- Arrangements regarding the new Chief Executive's appointment were agreed
- Revised Committee terms of reference were approved
- A Health and Care Professions Council and General Pharmaceutical Council for Wales Registration Report 2019/20 was noted
- A case management and professional standards review update was noted
- An Annual Raising Concerns/Safe Haven Report 2018/19 was noted
- A progress report on the Raising Concerns review was noted
- A report on Managing the Primary Care Performers List in North Wales was noted
- Pay arrangements for employees and workers on ad hoc pay rates in primary care were approved
- A Raising Concerns Speak Out Safely progress report and proposal was noted and supported
- An update on the Performance & Development Review of Executive Directors was noted.

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 pages <a href="https://bcuhb.nhs.wales/about-us/committees-and-advisory-groups/">https://bcuhb.nhs.wales/about-us/committees-and-advisory-groups/</a>

# 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:

In addition to risks/concerns discussed and mitigated in private session, the Committee Chair's Assurance Report to the Board listed the following:

Meeting Date	Key risks including mitigating actions and milestones
17.8.20	The risks associated with vacant posts were mitigated by the interim and recruitment arrangements set out by the Executive Director of Workforce and Organisational Development
6.10.20	Lack of timeliness relating to some management processes (now addressed by improvement plans in place)
1.2.21	The Speak out Safely proposal mitigates the risk of staff not feeling able to raise concerns in a safe environment

	The enhanced focus on the Executive Director Performance and Development Review process mitigates the risk of Executives not having objectives set, which in turn carries delivery, performance and accountability risks
	and accountability risks.

#### 9. Review of Effectiveness

As Chair, I have responsibility for reviewing the effectiveness of the Committee. My opinion is informed by the level of assurance received throughout the year from the range of papers and other information submitted to the Committee, and also by input from fellow Independent Members and Executive colleagues. From the various sources of evidence, overall I am reasonably satisfied with the Committee's effectiveness in meeting its objectives as set out in the terms of reference, with the exception of those elements rated as amber in the RAG self-assessment. I am content that the Executive will progress the necessary remedial actions to address these areas of weakness over the coming year and further improve the Committee's effectiveness.

#### 10. Focus for the year ahead:

The primary focus of the Committee over the next twelve months will be Executive and senior employees' objective setting and performance management; professional standards and Performers List reporting; compliance monitoring; employee relations, speak out safely reporting; pay harmonisation.

In addition, it is likely that the Committee will need to focus upon changes relating to the overall operating model of the organisation, enabling measures required to support these changes and implications on pay terms and conditions of service.

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 Assurance Framework. This is attached at Appendix 3.

V1.0

#### Appendix 1 – R&TS Terms of Reference v6.0

# 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;

- and to be sighted on the objectives set by the Chief Executive for his immediate team, confirm that Directors have had objectives set, and that appropriate and timely performance reviews have taken place
- 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, including the revalidation processes for medical and dental staff and registered nurses, midwifes and health visitors and Allied professionals.
- 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 subcommittees 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 Trade Union Partner 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

Audit Committee

Health Board – November 2019.

V6.0 Approved

Appendix 2 – R&TS Terms of Reference Version 7.0

# 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;

- and to be sighted on the objectives set by the Chief Executive for his immediate team, confirm that Directors have had objectives set, and that appropriate and timely performance reviews have taken place
- 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 monitor compliance with issues of professional registration, including the revalidation processes for medical and dental staff and registered nurses, midwifes and health visitors and registered professionals.
- 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.

- 3.1.9 consider reports on behalf of the Board giving an account of progress on performers list regulatory cases.
- 3.1.10 consider reports on behalf of the Board on the position as regards whistleblowing and Safe haven.

#### 4. SUB-COMMITTEES

**4.1** The Committee may, subject to the approval of the Health Board, establish subcommittees 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)
- Executive Medical Director
- Board Secretary

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 Trade Union Partner Chair of the Local Partnership Forum will be in attendance at meetings held in public as an ex-officio member.

The Executive Director of Finance may be invited to attend as required, and will be consulted on any paper to be submitted to the Committee which may have financial implications.

#### **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 two Executive Directors 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

Health Board -

V7.0 Approved Feb 2021

# Appendix 3

R&TS Committee Cycle of Business:

Item	April	June	July	Oct
Opening Business				
Apologies for Absence	х		x	x
Declaration of Interests	х		x	x
Previous Minutes and Action Plan	х		x	x
Core Agenda Items				
Committee annual report (inc annual review of ToR)	x			
Speak Out Safely			x	
Employee relations professional standards report	x			x
Removal and relocation expenses - by exception (as and when required)	x		x	x
Remuneration Report		х		
(June 2021 Extraordinary meeting)				
Remuneration and Terms of Service issues : Executives and Very Senior Managers	х		х	x
Objective setting arrangements : Executives and Very Senior Managers (every meeting as required)	х		х	x
Performance Management : Executives and Very Senior Managers (every meeting as required)	х		х	x
Upholding Professional Standards in Wales ( <i>Private</i> ) to include Performers List Regulatory Cases (to be referenced even if nil return)	х		х	X
Monitoring compliance - Professional registration and revalidation updates – NMC/GMC/HPC/GPhC(Pharmacy)			х	
Termination Payments incl VERS (every meeting as required)	x		x	x
Policies (as and when)	x		x	x
Closing Business (Standing Items)				<u> </u>

Issues of significance to inform Chair's Assurance	х		х	х
Report				
Summary of In Committee Business to be reported	х		х	х
in Public				
Any Other Business (at Chair's discretion)	х	х	х	х
Date of Next Meeting	х	х	х	х
*Additional ad hoc agenda items are listed on the Committee's forward plan.				