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University Health Board

# **Remuneration & Terms of Service Committee**

## **Annual Report (April 2021 – March 2022)**

## **FOREWORD**

I am delighted to present the 2021/2022 Annual Report of the CTMUHB Remuneration and Terms of Service Committee and would like to take this opportunity to thank all those involved in the work of the Committee for their contributions over the past year.

**Emrys Elias, Committee Chair / interim Chair, CTMUHB.**

# REMUNERATION & TERMS OF SERVICE COMMITTEE

## Annual Report 2021/2022

### 1. Introduction

- 1.1 This report summarises the key areas of business activity undertaken by the Committee between 1<sup>st</sup> April 2021 and 31<sup>st</sup> March 2022 and highlights some of the key issues to which the Committee intends to give further consideration going forward.
- 1.2 This report reflects the Committee's key role in the development and monitoring of the Governance and Assurance framework.

### 2. Role and Responsibilities

- 2.1 The primary purpose of the committees is to:
- Provide advice to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other very senior staff within the framework set by the Welsh Government
  - Seek assurance on behalf of the Board in relation to the CTMUHB'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

The Committee also receives reports relating to the remuneration and terms of service, including contractual arrangements, for Directors and Very Senior Managers (VSMs) of hosted bodies, e.g. Welsh Health Specialised Services Committee (WHSSC) and the Emergency Ambulance Services Committee (EASC).

### 3. Agenda Planning Process

- 3.1 The Executive Lead, Director of Corporate Governance/Board Secretary work in tandem to with a view to a meeting agenda being produced for each meeting.
- 3.2 The secretariat for the meeting is provided through the Director of Corporate Governance/ Board Secretary mainly via the Head of Corporate Governance & Board Business.
- 3.4 The agenda and corresponding reports are disseminated to Committee members in advance of each meeting. Where appropriate, reports are accompanied by a coversheet which provides an executive summary and guidance to the Committee on the action required.

#### 4. Operating Arrangements

- 4.1 The Annual Review of the Committee's Terms of Reference and Operating arrangements was most recently undertaken at the meeting held in January 2022 when no changes were made. These are listed separately on the agenda as they are now due for review and re-approval. A Committee Cycle of Business was most recently received and approved by the Committee at its meeting in March 2022 and therefore is will next be received around March 2023.
- 4.3 The agendas for each meeting are sufficiently flexible to allow the committee to consider emerging issues.

#### 5. Membership, Frequency and Attendance

- 5.1 Following a decision approved by the Board in November 2020, all Independent Members are now members of this Committee. During the year the Committee met on nine occasions with member attendance as follows:

Name	Level of Attendance at relevant meetings*
Marcus Longley (IM until September 2021)	5/5
Emrys Elias (IM from October 2021)	4/4
Maria Thomas (IM until May 2021)	2/2
Jayne Sadgrove	9/9
Dilys Jouvenat	7/9
Mel Jehu	4/9
Ian Wells	5/9
Nicola Milligan	8/9
James Hehir	7/9
Patsy Roseblade	3/9**
Carolyn Donoghue (IM from August 2021)	4/4
Lynda Thomas (IM from October 2021)	4/4
Geraint Hopkins (IM from January 2022)	2/2
Keiron Montague (IM until September 2021)	0/5
Phillip White (IM until October 2021)	0/5***

\* the number of meetings held reflects the membership period relevant to the IM.

\*\* periods of absence due to family bereavement

\*\*\* By mutual agreement with the Chair, Phillip White did not attend Board or Committee meetings between 1 April 2021 and 30 July 2021.

5.3 The Committee requires the attendance of other Health Board Officers (or their representatives) for advice, support and information routinely at meetings. It may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

## **6. Committee Activity**

6.1 During the year the Committee received and considered reports relating to the recruitment, remuneration and appointment arrangements for substantive as well as interim Executive Team appointments as well as other senior Welsh NHS appointments relevant to CTMUHB. The Committee also considered and approved a number of applications under the Voluntary Early Release Scheme and the arrangements for a senior retire and return application together with requests to ratify urgent chair's urgent action. In terms of governance arrangements the Committee considered its terms of reference in January 2022 and its previous Annual Report in June 2022.

## **7. Committee Effectiveness & Performance**

7.1 A committee effectiveness questionnaire was issued in November 2022 prior to the completion of this Annual Report the feedback from which is due for consideration at the December 2022 meeting of the Remuneration Committee.

## **8. Reporting the Committee's Work**

8.1 The Committee Chair reports to Board the key issues discussed at each of its meetings by way of a 'Highlight Report'.

## **9. Conclusion and way forward**

9.1 The Committee is grateful to all those involved in the work of the Committee for their support over the past 12 months, and for the constructive and positive way in which they have contributed.

9.2 The Committee will continue to ensure that it conducts its business in accordance with legislation and best practice. This will provide the assurance that the Committee has in place the appropriate governance arrangements and resources to ensure success in achieving its objectives.