

## Schedule 3.9

### **BOARD COMMITTEE ARRANGEMENTS**

**This Schedule forms part of, and shall have effect as if incorporated in the  
University Health Board Standing Orders**

## **REMUNERATION AND TERMS OF SERVICE COMMITTEE**

### **Terms of Reference & Operating Arrangements**

## INTRODUCTION

The Cwm Taf Morgannwg University Health Board (CTMUHB) standing orders provide that “The Board may and, where directed by the Welsh Government must, appoint Committees of the UHB either to undertake specific functions on the Board’s behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board’s commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees”.

In line with standing orders (and the CTMUHB scheme of delegation), the Board shall nominate annually a committee to be known as the Remuneration and Terms of Service (RATS) Committee. The detailed terms of reference and operating arrangements set by the Board in respect of this Committee are set out below.

## CONSTITUTION & PURPOSE

The purpose of the Remuneration & Terms of Service Committee “the Committee” 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
- **assurance** to 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
- as appropriate the Committee will receive 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).

The Committee shall have no powers to exercise on behalf of the UHB (except where explicitly delegated in the Scheme of Reservation and Delegation of powers).

## SCOPE AND DUTIES

With regard to its role in providing advice and assurance to the Board, the Committee will comment specifically upon the:

- remuneration and terms of service for the Chief Executive, Executive Directors and other Very Senior Managers (VSMs) (**including any interims or consultants appointed into these roles**); 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 (**Medical and Dental**); and
- proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.

In developing remuneration packages the Remuneration and Terms of Service Committee will ensure that there is:

- A clear statement of responsibilities of the individual posts and their accountabilities of meeting objectives of the organisation
- A means of assessing the comparative job weight
- Comparative salary information from the NHS, other public sector organisations and industrial service organisations.

## DELEGATED POWERS

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 its organisation.

## AUTHORITY

The Committee is authorised by the Board to:

- Investigate or have investigated any activity 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
  - Any other committee, or group set up by the Board to assist in the delivery of its functions.
- 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
- Approve policies relevant to the business of the Committee as delegated by the Board.
- **Initiate referrals to other Board Committee for further review and consideration as well receiving such referrals from other Board Committees. Such referrals may also be made by individuals who feels that issues need to come to the attention of the Committee.**

### Sub Committees

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. At this stage, no sub Committees/task and finish groups have been established.

## ACCESS

The Chair of the Committee shall have reasonable access to Executive Directors and other relevant senior staff.

## MEMBERSHIP

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Chair	The Chair of the Health Board
Vice Chair	The Vice-Chair of the Health Board
Members	<b>All Independent Members</b>

#### **Attendees:**

- The Executive Director of Workforce and Organisational Development
- The Deputy Director of Workforce & Organisational Development or the Assistant Director of Workforce  
Will attend to present papers and provide professional advice in order to facilitate the Committee deliberations.
- Apart from the issue of the Chief Executive's personal salary and remuneration, the Chief Executive will be invited to attend meetings when the remuneration of Executive Directors and other members of the Senior Management Team is on the agenda for discussion.

#### **By Invitation:**

- Other Directors / Health Board Officers may be invited to attend when the Committee is discussing areas of risk or operation that are the responsibility of that Director (except when issues relating to their personal remuneration and terms and conditions are being discussed).
- The Committee may also co-opt additional independent external members from outside the organisation to provide specialist skills, knowledge and experience.

#### **Secretariat**

The Director of Governance / Board Secretary will determine the secretarial and support arrangements for the Committee.

#### **Member Appointments**

The membership of the Committee shall be determined by the Chair 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.

Members shall be appointed for a maximum of 3 consecutive years before formally reviewing their role on the Committee. During this time a member may resign or be removed by the Board.

The Board shall ensure succession planning arrangements are in place.

### **Support to Committee Members**

The Director of Governance / 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
- Co-ordinate the provision of a programme of organisational development for committee members as part of the overall Health Board's Organisational Development programme developed by the Executive Director of Workforce & Organisational Development.

## **COMMITTEE MEETINGS**

### **Quorum**

At least three members must be present to ensure the quorum of the Committee, one of whom must be the Chair or Vice Chair.

### **Frequency of Meetings**

Meetings shall be held as and when required and at least once per year.

### **Withdrawal of individuals in attendance**

The Committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.

### **Circulation of Papers**

The Director of Governance / Board Secretary will ensure that all papers are distributed at least 7 calendar days prior to the meeting.

## **REPORTING AND ASSURANCE ARRANGEMENTS**

The Committee Chair shall:

- report formally, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity and the submission of written highlight reports throughout the year;
- bring to the Board's specific attention any significant matters under consideration by the Committee
- ensure appropriate escalation arrangements are in place to alert the LHB Chair, Chief Executive or Chairs of other relevant committees of any urgent / critical matters that may affect the operation and / or reputation of the UHB.

The Committee shall provide a written, annual report to the Board on its work in support of the Annual Governance Statement specifically commenting on the adequacy of the assurance arrangement, the extent to which risk management is comprehensively embedded throughout the organisation, the integration of governance arrangements and the appropriateness of self-assessment activity against relevant standards. The report will also record the results of the Committees self-assessment and evaluation.

The Board may also require the Committee Chair to report upon the activities at public meetings or to community partners and other stakeholders, where this is considered appropriate e.g. where the Committee's assurance role relates to a joint or shared responsibility.

The Director of Governance / 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.

## **RELATIONSHIP WITH THE BOARD AND ITS COMMITTEES/GROUPS**

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 its organisation.

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

The Committee, through the Committee Chair and members, shall work closely with the Board's other Committees including joint committees/Advisory Groups to provide advice and assurance to the Board through the:

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

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.

### **APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

The requirements for the conduct of business as set out in the CTMUHB Standing Orders are equally applicable to the operation of the Committee, except in the area relating to the Quorum.

### **CHAIR'S ACTION ON URGENT MATTERS**

There may, occasionally, be circumstances where decisions which normally be made by the Committee need to be taken between scheduled meetings. In these circumstances, the Committee Chair, supported by the Director of Corporate Governance as appropriate, may deal with the matter on behalf of the Board, after first consulting with one other Independent Members of the Committee. The Director of Corporate Governance must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

Chair's urgent action may not be taken where the Chair has a personal or business interest in the urgent matter requiring decision.



## REVIEW

These Terms of Reference shall be adopted by the Committee ~~at its first meeting~~ and subject to review at least on an annual basis thereafter, with approval ratified by the Health Board.