

Schedule 3.5

BOARD COMMITTEE ARRANGEMENTS

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

PEOPLE & CULTURE 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 Board 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 accordance with Standing Orders (and the CTMUHB scheme of delegation), the Board shall nominate a committee to be known as the **People & Culture 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 role of the People and Culture Committee is to advise the Board on all matters relating to staff and workforce planning of the Health Board, and enhance the environment that supports and values staff in order to engage the talent and nurture the leadership capability of individuals and teams working together to drive the desired culture throughout the health service to deliver safer better healthcare.

The Committee will also provide advice and assurance to the Board in relation to the direction and delivery of the organisational development and other related strategies to drive continuous improvement and to achieve the objectives of the Health Board’s Integrated Medium Term Plan (IMTP).

SCOPE AND DUTIES

The Committee will, in respect of its provision of advice and assurance:

Culture & Values:

- Agree and oversee a credible process for assessing, measuring and reporting on the “culture of the organisation” on a consistent basis over time.
- Oversee the coherence and comprehensiveness of the ways in which the Health Board engages with staff and with staff voices, including the staff survey, and report on the intelligence gathered, and its implications.

- Oversee the development of a person-centred open and learning culture that is caring and compassionate, which nurtures talent and inspires innovation and excellence;
- Seek assurance that there is positive progress on equality and diversity, including shaping and setting direction, monitoring progress and promoting understanding inside and outside the Health Board.
- Promote staff engagement and partnership working.
- Ensure the organisation adopts a consistent working environment which promotes staff well-being, where people feel safe and are able to raise concerns, and where bullying and harassment are visibly and effectively addressed.
- Supporting the enhancement of collaborative working relationships across the Health Board between professions and other stakeholders including representative bodies and regulators to improve culture.

Organisational Development & Capacity:

- Ensure the systems, processes and plans used by the Health Board have integrity and are fit for purpose in the following areas:
 - strategic approach to growing the capacity of the workforce
 - analysis and use of sound workforce, employment and demographic intelligence
 - the planning of current and future workforce capacity
 - effective recruitment and retention
 - new models of care and roles flexible working
 - identification of urgent capacity problems and their resolution
 - continuous development of personal and professional skills
 - talent management
- Review plans for ensuring the development of leadership and management capacity, including the Health Board's approach to succession planning.
- Receive and consider people & Organisational Development strategies providing assurance to the Board that all strategic developments are informed by the Sustainable Development Principle as defined by the Well-being of Future Generations (Wales) Act 2015.

Performance Reporting

- Seek assurances that governance (including risk management) arrangements are appropriately designed and operating effectively to ensure the provision of high quality, legal and safe workforce practices, processes and procedures.
- Scrutinise risks on the Organisational Risk Register that fall within the remit and control of the Committee.
- Advise the Board on aligning service, workforce and financial performance matters into an integrated approach in keeping with the Health Board's commitment to the Sustainable Development Principle defined by the Well-being of Future Generations (Wales) Act 2015.
- Ensure there is an effective planning and performance management cycle that meets the needs of the Board in delivering the Health Board's people and organisational development objectives.
- Scrutinise workforce and organisational development performance issues and key performance indicators and the associated plans to deliver against these requirements, achieved by establishing a succinct set of key performance and progress measures (in the form a performance dashboard) relating to the full purpose and function of the Committee, including:
 - The Health Board's strategic priorities on people
 - organisational culture
 - strategies to promote and protect staff Health & Wellbeing
 - workforce utilisation and sustainability
 - recruitment, retention and absence management strategies,
 - strategic communications
 - workforce planning
 - plans regarding staff recruitment, retention and remuneration;
 - succession planning and talent management;
 - staff appraisal and performance management.
 - Training, development and education
 - Management & leadership capacity programmes,
- Ensure the credibility of sources of evidence and data used for reporting to the Committee, in relation to the Committee's purpose and function.
- Ensure there is an effective system in place to consider and respond in a timely manner to workforce and organisational development

performance audits received across the organisation and an effective system in place to monitor progress on actions resulting from such audits.

- Monitor and scrutinise relevant internal and external audit reports, management responses to action plans.
- Consider and ratify Welsh Government Workforce & Organisational Development policies, procedures and initiatives prior to implementation across the Health Board.

Statutory Compliance

Ensure, on behalf of the Board, that current statutory and regulatory compliance and reporting requirements are met, including:

- Equality & Diversity Legislation
- Welsh Language Standards
- Wellbeing of Future Generations Act
- Consultation on service change
- Mandatory and Statutory Training

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.

The People & Culture Committee has a key role in assisting the Board to fulfil its oversight responsibilities in areas such as the Health Board's Culture, Organisational Development Strategy, its Values and Behaviours Framework to ensure it is appropriate and operating effectively.

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.

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

Members:

A minimum of **(4)** members, comprising

Chair	Independent Member of the Board
Vice Chair	Independent Member of the Board
Members	Two Independent Members of the Board (one of which is the Staff side representative)

Attendees

- Executive Director of OD and Workforce (Committee Executive Lead)
- Executive Director of Therapies and Health Sciences
- Representative from the Integrated Locality Group
- Director of Corporate Governance / Board Secretary or their Deputy
- Staff side representatives (nominated by Local Partnership Forum)

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.
- 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 Corporate 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 three 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

A quorum shall be two Independent Members one of whom must be the Chair or in the absence of the Chair, the Vice Chair and the staff side representative Independent Member.

Frequency of Meetings

Meetings shall be held no less than four times a year, and otherwise as the Chair of the Committee deems necessary.

The Committee will arrange meetings to fit in with key statutory requirements during the year consistent with the CTMUHB's annual plan of Board Business.

Withdrawal of individuals in attendance

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.

Circulation of Papers

The Director of Governance / Board Secretary will ensure that all papers are distributed at least **7** calendar days in advance of 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 CTMUHB's Chair, Chief Executive or Chairs of other relevant committees of any urgent / critical matters that may affect the operation and / or reputation of the organisation.

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 Corporate 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.