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Wales

 <p>GIG CYMRU NHS WALES</p> <p>Iechyd Cyhoeddus Cymru Public Health Wales</p>	<p><b>Name of Meeting</b> Board</p>
	<p><b>Date of Meeting</b> 25 July 2024</p>
	<p><b>Agenda item:</b> 5.2</p>

<b>Review of Committee Terms of Reference</b>	
<b>Executive lead:</b>	Paul Veysey, Board Secretary and Head of Board Business Unit
<b>Author:</b>	Liz Blayney, Deputy Board Secretary and Deputy Head of the Board Business Unit

<b>Approval/Scrutiny route:</b>	Paul Veysey, Board Secretary and Head of Board Business Unit Remuneration and Terms of Service Committee (July 2024)
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<b>Purpose</b>
<p>The Committees Terms of Reference were last approved by the Board in 2023.</p> <p>Terms of Reference should be reviewed annually to ensure compliance with Standing Orders. A review of the Committee Terms of Reference is in progress alongside the development of a Committee Work Plan for 2024/25.</p> <p>A review of the Committee Terms of Reference has taken place and suggested amendments were presented to the Remuneration and Terms of Service Committee on 9 July, for a recommendation to the Board for approval.</p>

<b>Recommendation:</b>				
APPROVE <input checked="" type="checkbox"/>	CONSIDER <input type="checkbox"/>	RECOMMEND <input type="checkbox"/>	ADOPT <input type="checkbox"/>	ASSURANCE <input checked="" type="checkbox"/>
<p>The Board is asked to:</p> <ul style="list-style-type: none"> <li><b>Consider</b> the proposed changes to the Committee Terms of Reference</li> <li><b>Approve</b> the revised the Terms of Reference for the Committee.</li> <li><b>Consider</b> the Committee work plan and take assurance on the arrangements in place for 2024/25 for the Committee to fulfil its terms of reference.</li> </ul>				

<p><b>Link to Public Health Wales <a href="#">Strategic Plan</a></b></p> <p>Public Health Wales has an agreed strategic plan, which has identified seven strategic priorities and well-being objectives.</p> <p>This report contributes to the following:</p>
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<b>Strategic Priority/Well-being Objective</b>	All Strategic Priorities/Well-being Objectives
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<b>Summary impact analysis</b>
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<b>Equality and Health Impact Assessment</b>	Not required
<b>Risk and Assurance</b>	The organisation will not be compliant with its Standing orders if an annual review of terms of reference is not undertaken.
<b>Health and Care Standards</b>	This report supports and/or takes into account the <a href="#">Health and Care Standards for NHS Wales</a> Quality Themes  Governance, Leadership and Accountability
<b>Financial implications</b>	N/A
<b>People implications</b>	N/A

## 1. Purpose / situation

The purpose of this report is to present proposed revisions to the Committees terms of reference for approval.

## 2. Background

The Committees Terms of Reference were last approved by the Board in 2023.

Terms of Reference should be reviewed annually to ensure compliance with Standing Orders. A review of the Committee Terms of Reference is in progress alongside the development of a Committee Work Plan for 2024/25.

A review of the Committee Terms of Reference has taken place and suggested amendments were presented to the Remuneration and Terms of Service Committee, for a recommendation to the Board for approval.

## 3. Summary of proposed changes to Committee Terms of Reference

The proposed changes are intended to clarify the role and purpose of the Committee, and to fully articulate its remit. These changes are detailed in the table below.

A full copy of the revised terms of reference are included at appendix 1.



Section	Proposed Amendment
<b>Purpose</b>	<p>Addition of:</p> <p><b>Assurance</b> to the Board on the planning and composition of the Executive Team, to include assurance that the agreed terms of remuneration are being complied with.</p> <p>To capture assurance role of Rem Com relating to Exec team composition. This has been practice, but not reflected in the TOR.</p>
<b>Delegate Powers</b>	<p>Addition of:</p> <p>Consider and approve any employment severance type agreements / claim settlements where the settlement sum is over £50,000, or in any event could be regarded as novel, contentious or repercussive.</p> <p>To capture and specify the role of Rem Com relating to approving settlement agreements.</p> <p>At the Remuneration and Terms of Service Committee, it was recommended that clarity be added that the Chief Executive approves settlements under £50,000.</p>

### 3.2 Committee Work Plan

In March 2024, the Committee workplans were subject to an Internal Audit Review; one of the recommendations was to develop a work programme for the Remuneration and Terms of Service Committee.

This has been drafted, cross referencing the terms of reference and scheme of delegations.

The plan is attached at appendix 2. Along with the standard ad hoc items that are programmed as necessary in year, a number of standard reports are suggested to ensure oversight in the following areas:

- **Remuneration Assurance Report** – 6 monthly report for assurance to confirm pay for Execs and Non Execs is appropriate in line with agreed amounts.
- **Annual Performance Management Report** – for assurance that the appropriate processes are in place for the appraisal of Execs and Non Execs as a performance management system.

The Remuneration and Terms of Service Committee reviewed and approved this work plan.

#### 4. Recommendation

The Board is asked to:

- **Consider** the proposed changes to the Committee Terms of Reference
- **Approve** the revised the Terms of Reference for the Committee.
- **Consider** the Committee work plan and take assurance on the arrangements in place for 2024/25 for the Committee to fulfil its terms of reference.