

Aneurin Bevan University Health Board

People and Culture Committee

**Terms of Reference and Operating
Arrangements**

Approved November 2019

1. INTRODUCTION

- 1.1 The Health Board's standing orders provide that "The Board may and, where directed by the Assembly Government must, appoint Committees of the Health 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".
- 1.2 In line with standing orders (and the Health Board's Scheme of Delegation), the Board shall nominate annually a committee to be known as the People and Culture Committee. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

2. PURPOSE

- 2.1 The purpose of the People and Culture, known hereafter as "the Committee" is to provide:
- To provide assurance and advice to the Board that the organisation's arrangements for Workforce and Organisational Development are in line with the Integrated and Medium Term Plan, Clinical Futures Programme and meet all the requirements set by Welsh Government.
 - To provide assurance that the organisation is complying with all relevant employment legislation and the requirements of the Equality Act 2010 and Welsh Language (Wales) Measure 2011.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 With regard to its role in providing advice and assurance to the Board, the Committee will comment specifically upon:
- workforce and people plans and make recommendations to the Board with regard to promoting positive cultural and organisational change and development in support of the Health Board's strategies and plans.
 - Oversee the initial development and subsequent delivery of the Health Board's People Plan ensuring it is consistent with the Board's overall strategic direction and with any requirements and standards set for NHS bodies in Wales.

- Consider the implications for workforce planning arising from the development of the Health Board's strategies and plans or those of its stakeholders and partners, including those arising from joint (sub) committees of the Board.
- Provide a forum to consider all issues relating to workforce and organisational development with the Health Board and to take decisions on areas delegated by the Board.
- Seek assurances that people and organisational development arrangements are appropriately designed and operating effectively to ensure the provision of high quality, safe services/programmes and functions across the whole of the Health Board's activities.
- Seek assurances that there is the appropriate culture and arrangements to allow the Health Board to discharge its statutory and mandatory responsibilities with regard to:
 - Health, safety and welfare
 - Equality, diversity and human rights
 - Welsh Language provision
- Review and monitor plans to improve employee engagement and wellbeing including actions in response to staff surveys.
- Escalate to the Board key risks or areas of concern.

Authority

- 3.2 The Committee is authorised by the Board to investigate or have investigated any activity within its terms of reference. In doing so, the Committee shall have the right to inspect any books, records or documents of the Health Board, relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek relevant information from any:
- employee (and all employees are directed to co-operate with any reasonable request made by the Committee); and
 - any other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 3.3 The Committee is authorised by the Board to 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.

Sub Committees

- 3.4 The Committee may, subject to the approval of the Health Board's, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

4. MEMBERSHIP

Members

- 4.1 A minimum of five members, comprising:

Chair	Independent Member of the Board
Vice Chair	Independent Member of the Board
Members	Three additional Independent Members of the Board, which will include the Independent Member (Trade Union)

In attendance

- 4.2 The lead Executive for the Committee will be the Director of Workforce and Organisational Development.

By invitation, the Committee Chair may invite:

- the Chief Executive
- any other LHB officials; and/or
- any others from within or outside the organisation

to attend all or part of a meeting to assist the Committee with its discussions on any particular matter (except when issues relating to their personal remuneration and terms and conditions are being discussed).

Secretariat

- 4.3 The secretariat for the committee will be provided by the Board Secretary or an alternate as determined by the Board Secretary and in agreement with the Chair.

Member Appointments

- 4.4 The membership of the Committee shall be determined by the Board, based on the recommendation of the LHB Chair, and subject to any specific requirements or directions made by the Assembly Government.

- 4.5 Members shall be appointed to hold office for a period of one year at a time, up to a maximum of their term of office. During this time a member may resign or be removed by the Board. The Board should consider rotating a proportion of the Committee's membership after three or four years' service so as to ensure the Committee is continually refreshed whilst maintaining continuity.

Support to Committee Members

- 4.6 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 organisational development for committee members as part of the Health Board's overall OD programme developed by the Director of Workforce and Organisational Development.

5. COMMITTEE MEETINGS

Quorum

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

Frequency of Meetings

- 5.2 The Chair of the Committee, in agreement with Committee Members, shall determine the timing and frequency of meetings, as deemed necessary. The Committee must meet at least once a year, but it is expected that the Committee will meet at least four times in any one calendar year and in line with the Health Board's annual plan of Board Business. However, additional meetings will be called in agreement with the Chair if urgent business is required to be transacted between scheduled meetings.

Withdrawal of individuals in attendance

- 5.3 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. The Committee will routinely meet in public.

6. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS

- 6.1 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 in relation to its role and responsibilities.
- 6.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.3 The Committee, through its Chair and members, shall work closely with the Board's other committees and groups to provide advice and assurance to the Board through the:
- joint planning and co-ordination of Board and Committee business; and
 - sharing of appropriate 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 assurance framework.
- 6.4 The Committee shall embed the Health Board's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee Chair shall:
- report formally and on a timely basis to the Board on the Committee's activities, in a manner agreed by the Board;
 - bring to the Board's specific attention any significant matter under consideration by the Committee;
 - ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive (Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.
- 7.2 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 including that of any sub committees established.

- 7.3 The Committee shall provide a written, annual report to the board on its activities. The report will also record the results of the committee's self-assessment and evaluation.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in the LHB's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum *[as per section on Committee meetings]*

9. REVIEW

- 9.1 These terms of reference and operating arrangements shall be reviewed annually.