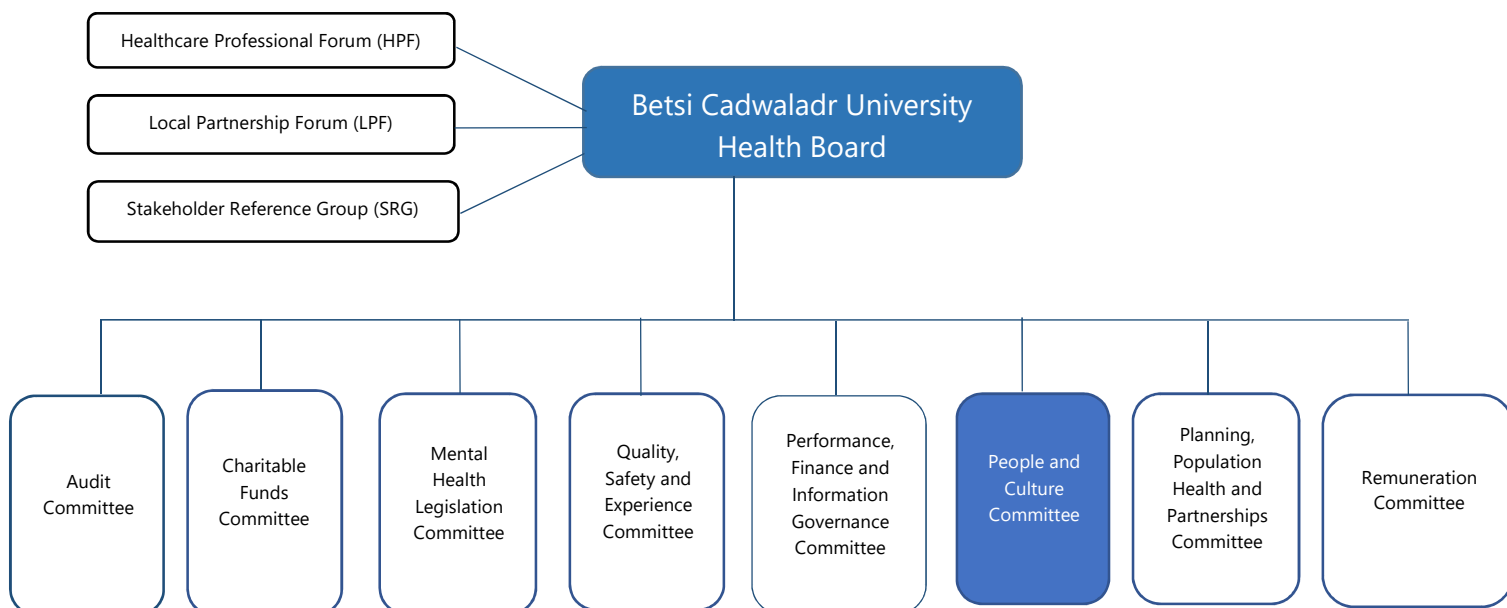


PEOPLE AND CULTURE COMMITTEE

TERMS OF REFERENCE



Version	Issued to	Date	Comments
V0.01 Draft	Audit Committee	16/11/23	Developed as a first draft for review by Audit Committee on 16/11/23
V0.02 Draft	ToR meeting with Committee Chair and Executive Lead	08/01/24	Developed as a draft for review with Committee Chair and Executive Lead. The ToR were also reviewed at the introductory meeting of the People Committee held on 12/01/24
V0.03 Draft	Health Board	18/01/24	Final Draft for consideration by the Health Board to be held on 25/01/24
V1.00 Approved		25/01/24	Approved by the Health Board

1) Introduction

- 1.1 The Betsi Cadwaladr University Health Board (BCUHB) shall establish a Committee to be known as the People and Culture Committee. The Committee is an independent Committee of the Board and has no executive powers, other than those specifically delegated in these terms of reference. The detailed operating arrangements in respect of this Committee are set out below.

2) Purpose

The purpose of the People and Culture Committee is to:

- 2.1 provide assurance to the Board on compliance with legislation, guidance and best practice to do with the People and Organisational Development (OD) agenda including:
- Culture
 - Leadership Development
 - Engagement
 - Workforce Planning
 - Recruitment and Retention
 - Wellbeing
 - Welsh Language and Culture;
- 2.2 provide assurance to the Board on the implementation of the Health Board's People and OD Strategy, and the all-Wales Health & Social Care Workforce Strategy, ensuring these are consistent with the Board's overall strategic direction and with any requirements and standards set for NHS bodies in Wales;
- 2.3 provide assurance to the Board on the organisation's ability to create and manage a strong, high performance organisational culture for all its people (including workforce, volunteers and stakeholders); and
- 2.4 seek assurance on the management of principal risks within the Board Assurance Framework (BAF) and Corporate Risk Register (CRR) allocated to the Committee and provide assurance to the Board that risks are being managed effectively and report any areas of significant concern.

3) Responsibilities of the People and Culture Committee

The People and Culture Committee shall provide advice, assurance and support to the Board in ensuring the provision of high quality, safe healthcare for its citizens and workforce. It will:

- 3.1 provide assurance to the Board on compliance with legislation, guidance and best practice to do with the People and OD agenda, learning from work undertaken nationally and internationally, ensuring the Health Board is continually improving;

- 3.2 provide assurance to the Board on the implementation of the Health Board's People and OD Strategy, and the all-Wales Health & Social Care Workforce Strategy, ensuring these are consistent with the Board's overall strategic direction and with any requirements and standards set for NHS bodies in Wales;
- 3.3 provide assurance to the Board on the implementation and monitoring of the Health Board's Equality, Diversity and Inclusion arrangements;
- 3.4 provide assurance that the organisation is discharging its functions and meeting its responsibilities with regard to the research and innovation activity carried out within the Health Board in relation to staff development;
- 3.5 provide assurance that there are appropriate arrangements to ensure education and commissioning meet future workforce needs;
- 3.6 receive assurance on delivery against all relevant People Planning Objectives;
- 3.7 recommend acceptance of risks that cannot be brought within the Health Board's risk appetite/tolerance to the Board through the Committee Update Report;
- 3.8 receive assurance through any Committee Update Reports (that may be in existence or developed) and other management group reports that risks relating to their areas are being effectively managed across the whole of the Health Board's activities (including for hosted services and through partnerships and Joint Committees as appropriate);
- 3.9 assure the Board in relation to its compliance with relevant national practice, mandatory guidance, healthcare standards and duties, including Duty of Quality, Duty of Candour, Quality Standards and Quality Management ensuring the Board is supported to make strategic decisions from a quality perspective;
- 3.10 provide oversight, delivery and monitoring of Health and Safety strategies, planning, policies, performance and regulatory compliance; and
- 3.11 have delegated powers to consider reports on the position in regard to whistleblowing and Speaking Out Safely.

4) Membership

- 4.1 Formal membership of the Committee shall comprise the following:

MEMBERS
Independent Member (Chair)
2 x Independent Members (one of whom will be designated as Vice Chair)

- 4.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of Workforce and Organisational Development (Executive Lead)

Chief Executive
Executive Director of Operations
Executive Director (with responsibility for Welsh Language)
Other Attendees
Other Executive Directors as required by the Chair
Other Senior Managers as required by the Chair

4.3 The membership of the Committee reflected above shall be determined by the Board, based on the recommendation of the Health Board Chair, taking into account 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.

4.4 Membership of the Committee will be reviewed on an annual basis.

5) Quorum and Attendance

5.1 A quorum shall consist of no fewer than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third of the In Attendance members.

5.2 Any senior officer of the Health Board or partner organisation may, where appropriate, be invited to attend, for either all or part of a meeting, to assist with discussions on a particular matter.

5.3 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.

5.4 Should any 'in-attendance' officer member be unavailable to attend, he or she may nominate a deputy to attend in his or her place, subject to the agreement of the Chair.

5.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw in order to facilitate open and frank discussion of particular matters.

6) Agenda and Papers

6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Lead (Executive Director of Workforce and Organisational Development) at least six weeks before the meeting date.

6.2 The agenda will be based on the Committee work plan, identified risks, matters arising from previous meetings, issues emerging throughout the year, and requests from Committee members. Following approval, the agenda and timetable for request of papers will be circulated to all Committee members.

6.3 All papers must be approved by the Executive Lead.

- 6.4 The agenda and papers will be distributed/published seven days in advance of the meeting.
- 6.5 A draft table of actions will be issued within two days of the meeting. The minutes and table of actions will be circulated to the Committee Chair and Executive Lead within seven days to check the accuracy, prior to sending to Members to review within the next seven days.
- 6.6 Members must forward amendments to the Committee Secretary within the next seven days. The Committee Secretary will then forward the final version to the Committee Chair for final review.

7) In-Committee

- 7.1 The Committee can operate with an In-committee function to receive updates on the management of sensitive and/or confidential information.

8) Meetings

- 8.1 The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.
- 8.2 The Committee may be convened at short notice if requested by the Chair.
- 8.3 Any additional meetings will be arranged under exceptional circumstance and shall be determined by the Chair of the Committee in discussion with the Executive Lead.
- 8.4 The Committee may, subject to the approval of the Health Board, establish groups to carry out on its behalf specific aspects of Committee business.
- 8.5 Meetings may be held in person where it is safe to do so or by video-conferencing and similar technology.
- 8.6 The Committee Secretary shall be determined by the Director of Corporate Governance.

9) Reporting

- 9.1 The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business including the sharing of information.
- 9.2 The Committee Chair, supported by the Committee Secretary, shall:
- report formally, regularly and on a timely basis to the Board on the Committee's activities;
 - bring to the Board's specific attention any significant matter under consideration by the Committee; and

- ensure appropriate escalation arrangements are in place to alert the Health Board's Chair, Chief Executive and/or Chairs of other relevant Committee, of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

9.3 The Committee will undertake an annual review on the effectiveness of its arrangements and responsibilities. The Director of Corporate Governance will oversee this review.

10) Accountability, Responsibility and Authority

- 10.1 Although the Board has delegated authority to the Committee for the exercise of certain functions, as set out in 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 the organisation.
- 10.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 10.3 The requirements for the conduct of business as set out in the Health Board's Standing Orders are equally applicable to the operation of the Committee.
- 10.4 The Committee shall embed the corporate goals and priorities, e.g. equality and human rights 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 (Wales) Act.

11) Review Date

- 11.1 These Terms of Reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.