

## Bundle Remuneration & Terms of Service Committee 4 November 2019

2.00pm Boardroom, Carlton Court, St Asaph LL17 0JG

- 1 R19.84 Apologies
- 2 R19.85 Declarations of interests
- 3 R19.86 Draft minutes of meeting held on 29.8.19, for accuracy and matters arising  
R19.86 Minutes RATS 29.8.19 v0.02 draft.doc
- 4 R19.87 Summary action log - for noting  
R19.87 RaTS Summary Action log Public\_live document v27 23 10 19.docx
- 5 R19.88 Summary of in committee matters discussed at previous meeting: grievance case; Executive team  
roles and remuneration; Upholding professional standards in Wales
- 6 R19.89 Revised R&TS Committee terms of reference - for information, as agreed at previous meeting;  
submitted to Board for approval  
R19.89 RATS ToR V5.02 DRAFT.docx
- 7 R19.90 Issues of significance to inform the Chair's assurance report to the Board
- 8 R19.91 Any other business
- 9 R19.92 Date of next meeting - 21.1.20
- 10 R19.93 Resolution to exclude the Press and Public
- 11 IN COMMITTEE



## Remuneration & Terms of Service Committee (R&TS)

Minutes of the Meeting Held on  
29.8.19 in Carlton Court

<b>Present:</b>  Mr M Polin Mrs MW Jones Mrs J Hughes Mr M Hughes	Chair Independent Member and Health Board Vice Chair Independent Member Independent Member
<b>In Attendance:</b>  Mr G Doherty Mrs S Green Mrs L Jones Mr G Evans	Chief Executive Executive Director of Workforce & Organisational Development (OD) Assistant Director, Corporate Governance Representing Mr Adrian Thomas (part meeting)
Agenda Item	Action
<b>R19.62 Apologies</b>  None.	
<b>R19.63 Declarations of interest</b>  None.	
<b>R19.64 Draft minutes of previous meeting 13.5.19</b>  The minutes were approved as an accurate record.	
<b>R19.65 Summary action log for discussion</b>  There were no open actions on the log.	
<b>R19.66 Summary of in committee matters discussed at previous meeting</b>  It was noted that Executive remuneration, realignment of responsibilities for turnaround & service productivity improvement and managed practices terms and conditions of employment had been considered at the previous in committee meeting.	
<b>R19.67 Audit Committee feedback on the R&amp;TS Committee Annual Report</b>  Feedback from the Audit Committee was noted, as well as subsequent amendments to the Committee's terms of reference to refer to Trade Union partners and	

<p>revalidation. The amendments had already been approved by the Board on 25.7.19. The Chair and Chief Executive had discussed the matter of objectives for Very Senior Managers (VSMs). They had agreed that whilst there was no requirement for specific comments on individuals, the R&amp;TS Committee should be sighted on the objectives set and would wish to be assured that performance arrangements are in place. The Committee agreed to amend the second and third bullet points in section 3.1.1 of the terms of reference, to read <i>'be sighted on the objectives set by the Chief Executive for his immediate team, confirm that all Directors have had objectives set, and that appropriate and timely performance reviews have taken place'</i>. The Chief Executive clarified that the 'other senior staff' referred to in the first bullet point of section 2.1 covered his Director level direct reports only.</p>	LJ
<p><b>R19.68 Health Care Professions Council (HCPC) and General Pharmaceutical Council Wales (GPhC) Professional Registration Report 18/19</b></p> <p>Mr G Evans attended to present this report, which was noted. Mr Evans was thanked for attending and he left the meeting.</p>	
<p><b>R19.69 General Medical Council (GMC) Revalidation Update 2019</b></p> <p>The Committee noted a version of the update report produced for the R&amp;TS Committee and another version already submitted to Welsh Government with the Chief Executive's approval, together with an action plan. A query was raised regarding information relating to graph 3, highlighting the fact that 45% of revalidation deferrals were in fact avoidable. It was felt that the pie chart provided was unclear. The Executive Director of Workforce &amp; OD agreed to feed back to the revalidation team on these issues. She stated that in future, there would be better linkage between appraisals and job planning, as the two had come to be seen as entirely separate and this needed to change. The Chief Executive commented that the expectation was to reduce to single figures the number of doctors not submitting the required information for their revalidation. Discussion ensued regarding a GMC issue, Healthcare Inspectorate Wales enhanced monitoring and issues relating to postgraduate education provision. The recommendations detailed in the coversheet were approved.</p>	SG
<p><b>R19.70 Review Body on Doctors' &amp; Dentists Remuneration Report</b></p> <p>This national report was received for information and noted. The Executive Director of Workforce &amp; OD advised that the outcomes of the review would now be incorporated into the national negotiations led by Welsh Government.</p>	
<p><b>R19.71 Issues of significance to inform the Chair's report to the Board</b></p> <p>It was agreed that the key items of business discussed would be reported to the Board.</p>	
<p><b>R19.72 Any other business</b></p> <p>None raised.</p>	

<b>R19.73 Date of next meeting</b> 4.11.19.	
<b>R19.74 Resolution to exclude the Press and Public</b> It was resolved to move to private session for the in committee section of the agenda.	

*Betsi Cadwaladr University Health Board is the operational name of Betsi Cadwaladr University Local Health Board*

## Remuneration and Terms of Service Committee

### Summary Action Plan - Public

Officer	Minute reference and action agreed	Timescale	Latest update position	Revised timescale
<b>29.8.19:</b>				
Liz Jones	R19.67 – produce updated R&TS Committee terms of reference	16.9.19	Draft completed	Closed
Sue Green	R19.69 – feed back to Revalidation Team on discussion at R&TS Committee	30.9.19	Completed	Closed

V27 23.10.19

**Betsi Cadwaladr University Health Board**  
**Terms of Reference and Operating Arrangements**

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

**1. INTRODUCTION**

**1.1** The Board shall establish a committee to be known as the Remuneration and Terms of Service Committee (**R&TS**). The detailed terms of reference and operating arrangements in respect of this Committee are set out below.

**2. PURPOSE**

**2.1** The purpose of the Committee is to provide:

- advice to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government;
- assurance to the Board in relation to the Health Board'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; and
- to perform certain, specific functions as delegated by the Board and listed below.

**3. DELEGATED POWERS AND AUTHORITY**

**3.1** The Committee, in respect of its provision of advice and assurance will and is authorised by the Board to: -

**3.1.1** comment specifically upon

- the remuneration and terms of service for the Chief Executive, Executive Directors and other Very Senior Managers (VSMs) not covered by Agenda for Change; ensuring that the policies on remuneration and terms of service as determined from time to time by the Welsh Government are applied consistently;
- and to be sighted on the objectives set by the Chief Executive for his immediate team, confirm that Directors have had objectives set, and that appropriate and timely performance reviews have taken place
- proposals to make additional payments to consultants;
- proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.
- removal and relocation expenses

- 3.1.2 consider and approve Voluntary Early Release scheme applications and severance payments in line with Standing Orders and extant Welsh Government guidance.
- 3.1.3 to monitor compliance with issues of professional registration, including the revalidation processes for medical and dental staff and registered nurses, midwives and health visitors and Allied professionals.
- 3.1.4 monitor and review risks from the Corporate Risk Register that are assigned to the Committee by the Board and advise the Board on the appropriateness of the scoring and mitigating actions in place;
- 3.1.5 investigate or have investigated any activity (clinical and non-clinical) 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
  - other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 3.1.6 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;
- 3.1.7 consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business including approval of Workforce policies.
- 3.1.8 Consider reports on behalf of the Board giving an account of progress where any exclusion in respect of Upholding Professional Standards in Wales (UPSW) has lasted more than six months.

#### **4. SUB-COMMITTEES**

**4.1** 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.

#### **5. MEMBERSHIP**

##### **5.1 Members**

- Four Independent Members of the Board
- The Chair of the Audit Committee will be appointed to this Committee either as Vice-Chair or a member.

## **5.2 In attendance**

- Chief Executive Officer
- Executive Director of Workforce and Organisational Development (Lead Director)

Other Directors will attend as required by the Committee Chair, as well any others from within or outside the organisation who the Committee considers should attend, taking into account the matters under consideration at each meeting. A Trade Union Partner Chair of the Local Partnership Forum will be in attendance at meetings held in public as an ex-officio member.

## **5.3 Member Appointments**

5.3.1 The membership of the Committee shall be determined by the Chairman 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. This includes the appointment of the Chair and Vice-Chair of the Committee who shall be Independent Members.

5.3.2 Appointed Independent Members shall hold office on the Committee for a period of up to 4 years. Tenure of appointments will be staggered to ensure business continuity. A member may resign or be removed by the Chairman of the Board. Independent Members may be reappointed to the Committee up to a maximum period of 8 years.

## **5.4 Secretariat**

5.4.1 Secretary: as determined by the Board Secretary.

## **5.5 Support to Committee Members**

5.5.1 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 development for Committee members as part of the overall Board Development programme.

## **6. COMMITTEE MEETINGS**

### **6.1 Quorum**

6.1.1 At least two Independent Members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice-Chair. In the interests of effective governance it is expected that at least one Executive Director will also be in attendance.



## **6.2 Frequency of Meetings**

6.2.1 The Chair of the Committee, in agreement with Committee Members, shall determine the timing and frequency of meetings, as deemed necessary. It is expected that the Committee shall meet at least once a year, consistent with the Health Board's annual plan of Board Business.

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

6.3.1 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.

## **7. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES**

7.1 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 for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

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

7.3 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board through the:

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

7.3.2 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.

7.4 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.

## **8. REPORTING AND ASSURANCE ARRANGEMENTS**

8.1 The Committee Chair shall:

8.1.1 report formally, regularly and on a timely basis to the Board on the Committee's activities, via the Chair's assurance report as well as the presentation of an annual Committee report;

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

**8.2** 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.

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

**9.1** The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

## **10. REVIEW**

**10.1** These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

### **Date of approval**

Audit Committee

Health Board

V5.02 DRAFT