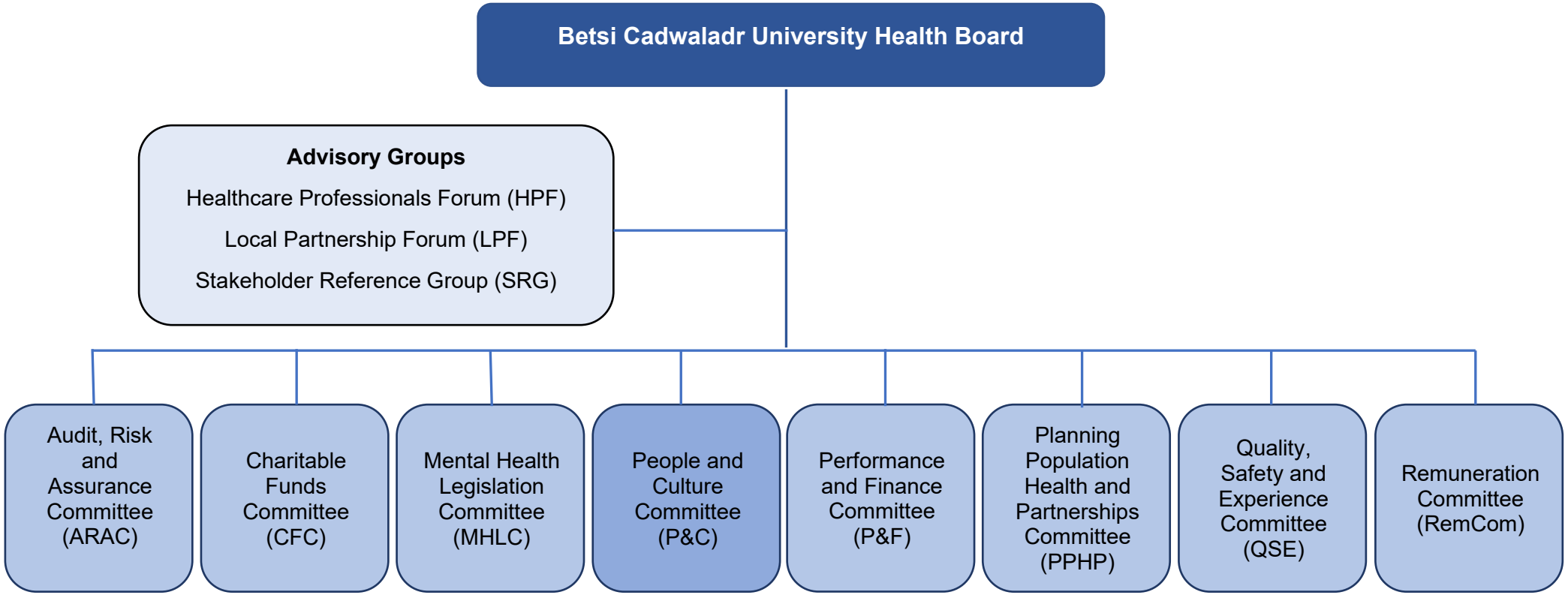
PEOPLE AND CULTURE COMMITTEE

Terms of Reference & Operating Arrangements

(Schedule 3.5 of the Standing Orders)

Date approved by Health Board: 24 September 2026



Version Control

Version	Issued to	Date	Comments
V0.1	People and Culture Committee	10.04.25	Endorsed for approval at the May Board
V1.0	Health Board	29.05.25	Approved at the Health Board Meeting
V1.1	People and Culture Committee	13.08.26	Endorsed for submission to the Board
V2.0	Health Board	24.09.26	Approved at the Health Board Meeting

TERMS OF REFERENCE

1 INTRODUCTION

1.1 The Betsi Cadwaladr University Health Board (BCUHB) 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

1.2 In accordance with Standing Orders (and the BCUHB 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 in this document.

2 PURPOSE

2.1 The purpose of the Committee is to provide assurance to the Board regarding the effectiveness of the Health Board's workforce, organisational development and culture agenda, ensuring that the organisation has the leadership, capacity, capability and culture required to deliver its strategic objectives and provide high quality services;

2.2 The Committee will provide assurance to the Board on compliance with legislation, guidance and best practice to do with the People and Organisational Development (OD) agenda including:

- Foundations for the Future Programme
- Organisational Culture
- Leadership Development
- Engagement
- Workforce Planning
- Recruitment and Retention
- Wellbeing
- Welsh Language
- Employee Relations;

2.3 provide assurance to the Board on the delivery of the strategic priorities in relation to people and culture as outlined in the Integrated Medium-Term Plan (IMTP) 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;

2.4 provide assurance that the Health Board's people and culture agenda supports delivery of the organisation's strategic objectives, contributes to organisational performance and supports the delivery of safe, effective and sustainable services;

2.5 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;

2.6 approves the appointment of Consultants in accordance with the National Health Service (Appointment of Consultants) (Wales) Regulations 1996.

2.7 seeks assurance on the Health Board plans to ensure the implementation of the Social Partnership and Public Procurement (Wales) Act 2023.

3 DELEGATED POWERS

With regard to its role in acting on behalf of the Board, and in providing advice and assurance to the Board, the People and Culture Committee will comment specifically upon:

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 delivery of the strategic priorities in relation to people and culture as outlined in the Integrated Medium Term Plan (IMTP) 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 through workforce performance indicators and outcome measures that demonstrate progress against strategic workforce objectives, including workforce supply, turnover, sickness absence, recruitment, retention, staff engagement, appraisal compliance, mandatory training and workforce productivity.

3.4 provide assurance on compliance with statutory equality duties, Welsh Language Standards and broader inclusion objectives, including the impact of these arrangements on workforce experience, organisational culture and leadership development.

3.5 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;

3.6 provide assurance that there are appropriate arrangements to ensure education and commissioning meet future workforce needs;

3.7 receive assurance on delivery against all relevant People Planning Objectives;

3.8 recommend to the Board the acceptance of risks that cannot be managed within the Health Board's agreed risk appetite or tolerance, supported by evidence that all reasonable mitigating actions have been considered;

3.9 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);

3.10 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;

3.11 provide oversight, delivery and monitoring of Health and Safety strategies, planning, policies, performance and regulatory compliance;

3.12 provide assurance regarding the effectiveness of arrangements for raising concerns, Speaking Out Safely and whistleblowing, including organisational learning, staff confidence, cultural indicators, trends and actions arising from concerns raised;

3.13 monitor compliance with issues of professional registration for all registered professionals; and

3.14 Receive assurance regarding engagement with Trade Unions, professional representatives and workforce stakeholders, including compliance with the Social Partnership and Public Procurement (Wales) Act 2023 and associated partnership arrangements.

4 AUTHORITY

4.1 The Committee may 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.

4.2 It may also 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.

5 SUB-COMMITTEES

5.1 The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to perform specific aspects of Committee business.

6 MEMBERSHIP

6.1 Formal membership of the Committee shall comprise of the following:

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

6.2 The following should attend Committee meetings:

IN ATTENDANCE
Executive Director of People and Organisational Development (Executive Lead)
Chief Executive
Executive Director of Allied Health Professionals and Health Science
Director of Environment and Estates
Director of Corporate Governance

6.3 The attendance of the Committee 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.

6.4 Other Directors/Officers will attend as required by the Committee Chair, as well as any others from within or outside the organisation whom the Committee considers should attend, taking into account the matters under consideration at each meeting.

7 COMMITTEE MEETINGS

7.1 Quorum

- A quorum shall consist of no less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee.

7.2 Frequency of meetings

- The Committee will meet bi-monthly and an annual schedule of meetings will be determined by the corporate calendar.

- 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.

7.3 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.

7.4 Meeting arrangements

- The agenda and papers will be distributed/published seven days in advance of the meeting.

- The Director of Corporate Governance is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Executive Director of Workforce and Organisational Development at least six weeks before the meeting date.

- 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.

8 REPORTING AND ASSURANCE ARRANGEMENTS

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 sharing information.

8.1 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.

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

9 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 these matters.

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

9.2 The Committee, through its Chair and members, shall work closely with the Board's other committees, including joint (sub) 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 information

In doing so, it will contribute 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.

9.3 The Committee will consider the assurance provided through the work of the Board's other committees and sub groups to meet its responsibilities for advising the Board on the adequacy of the Health Board's overall system of assurance.

9.4 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.

9.5 The Committee shall work collaboratively with the Remuneration Committee to provide assurance to the Board regarding leadership development, succession planning, talent management and workforce implications arising from executive and senior management arrangements.

10 APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

10.1 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, except in the following areas:
• Quorum

11 REVIEW

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.

12 CHAIR'S ACTION ON URGENT MATTERS

12.1 There may, occasionally, be circumstances where decisions which would 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 **all** Members of the Committee. The Secretariat must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

12.2 Chair's action may not be taken where the Chair has a personal or business interest in the urgent matter requiring decision.