

Workforce, Remuneration and Terms of Service Committee DRAFT v3.0

Draft Terms of Reference

1. Introduction

- 1.1 Llais¹ is a Welsh Government sponsored public body established to carry out the functions set out in the Health and Social Care (Quality and Engagement) (Wales) Act 2020. Schedule 1, Part 4 (11) of the Act includes as a provision for the Board to establish committees.
- 1.2 The Llais Board can specify the terms of appointment for members of its staff, although it may not agree terms and conditions as to remuneration, allowances or pension without the approval of the Welsh Ministers (see para 10(3) of Schedule 1 to the Health and Social Care (Quality and Engagement) (Wales) Act 2020 Currently, Llais uses the NHS Agenda for Change Terms and Conditions and the NHS Pension Scheme Llais would be able to put in place alternative arrangements and scheme, but would require the approval of Welsh Ministers.
- 1.3 The Workforce, Remuneration and Terms of Service Committee (the “committee”) is a committee of Llais. Its purpose is to:
- Provide evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities regarding all matters relating to its workforce and those volunteering for Llais including supporting health and wellbeing and promoting a healthy workplace.
 - Scrutinise workforce information and metrics with regard the workforce of Llais, this will include information on sickness absence, other authorised and unauthorised absences, training and development compliance, appraisals, grievances and disciplinary matters, etc. The committee will also receive information about the profile of the Llais workforce and where appropriate volunteers such as gender and protected characteristics information.

¹ Llais is the operating name for the Citizen’s Voice Body for Health and Social Care, Wales.

Ensure that Llais complies with all relevant employment legislation. This will include ensuring that Llais adopts inclusive and innovative practice as an employer to become identified as an employer of choice. The committee will also advise on any Llais applications for workplace standard awards.

- Provide assurance and advice to the Board on organisational development matters in accordance with Llais's stated strategic and annual objectives, an agreed organisational development strategy and in line with the requirements and standards set for the Welsh public sector. This will include monitoring a number of appropriate risks regarding workforce matters as they relate to the non delivery of Llais objectives and other workforce related risks that might impact on the organisation.
- Provide assurance and advice to the Board in relation to Llais's arrangements for equity, diversity, inclusion and human rights and the legal framework and required standards that apply to the organisation.
- Provide assurance and advice to the Board on the remuneration and terms and conditions for Llais staff in line with the NHS Agenda for Change requirements and matters relating to the terms and conditions of the Llais workforce including the NHS Pension Scheme.

1.4 The committee has been given authority by the Board in line with the Scheme of Delegation and Schedule of Matters Reserved for Board Approval to consider and provide assurance on certain matters, these are outlined above and in these Terms of Reference.

1.5 The Board is still responsible and accountable for all the decisions and actions taken in its name. This means that the Board has the right to change or overturn any advice or guidance given by the committee (or sub-committee) which it considers goes against Llais policy or which goes against the Board's interests.

1.6 These terms of reference will be reviewed after 12 months of operation and following that, as and when deemed appropriate but at least every two years.

2. **Appointment and membership of the Committee**

- 2.1 The Chair and the members of the committee shall be appointed by the Chair of the Llais Board and confirmed by the Board. The Chair of the committee will be a non executive member of the Board.
- 2.2 The Committee will include a minimum of 4 members and will include the Chair of Llais Board and Deputy Chair of the Board.
- 2.3 The members should be independent of executive management and free from any business or any relationship that could materially interfere with the exercise of their independent judgement.
- 2.4 The Chief Executive, Strategic Director of Corporate Services, Strategic Director of Organisational Strategy and Engagement, Director of Operations, Board Secretary, Director of People, Well-being and Organisational Development and Director of Finance and Governance will normally attend meetings as advisers to the committee.
- 2.5 The Chair of the committee can ask advisers to leave the meeting at any time if necessary, however the Board Secretary will always remain in the meeting (unless the discussion relates to the Board Secretary) to capture any decisions made or actions for the minutes in the absence of secretariat officers and provide advice to the committee on procedure. The Chair and the committee will decide which officer will remain to take a minute should the discussion relate to the Board Secretary.
- 2.6 The Deputy Chair of the Board will act as Chair of the committee. A vice chair of the committee will be designated from the other members of the committee. However, this must not be the overall Chair of the Board.
- 2.7 A quorum of 3 members will enable the committee to carry out its business. The quorum must include either the Chair or the Vice Chair of the committee. Should at any time during a meeting the committee become inquorate, this must be recorded in the minutes and no decisions will be able to be made after that time or until the committee again becomes quorate. If inquorate, the

meeting could continue, but any proposed decisions would need to be discussed and ratified at the next meeting.

2.8 All members of the committee will be made aware of the business to be discussed at any meeting, even if they are not able to attend through the circulation of an agenda and papers, at least seven working days prior to the meeting.

2.9 The committee may:

2.9.1 call on external advisers to provide specialist skills, knowledge and experience;

2.9.2 ask any member of the Llais Board to attend regular meetings as an internal adviser to the committee, with the advice of the Board Secretary;

2.9.3 ask any member of staff of Llais to attend to assist it with its discussions on any matter with advice of the Board Secretary; and

2.9.4 ask any or all of those who normally attend, but who are not members to withdraw to allow open and frank discussion of matters. However, the Board Secretary would always remain to record the discussion, unless the business at hand relates to the Board Secretary.

2.10 The committee has the power to request attendance by any member of staff or Board member to its committee meetings or working groups (if established) to answer questions or provide information relating to their roles and accountabilities.

3. **Framework**

3.1 The Standing Orders for Llais sets out a provision that the Board will make rules to regulate the procedure of its committees and sub-committees (including membership, composition and quorum). The details of which have been outlined in this document.

3.2 The committee will also follow the framework and advice set out in:

- 3.2.1 Llais Governance and Assurance Framework, the Schedule of Matters Reserved for Board Approval and the Llais Scheme of Delegation;
 - 3.2.2 Standing Financial Instructions;
 - 3.2.3 Framework Document; and
 - 3.2.4 Managing Welsh Public Money², and any additional relevant guidance which may be issued by the Treasury and/or Welsh Government from time to time.
- 3.3 The committee's roles include to advise the Board and it is authorised by the Board to investigate any activity within its terms of reference.
- 3.4 No member of the committee or adviser shall be involved in any decisions as to their own remuneration or matter relating specifically to them.
- 3.5 The committee may also establish and disestablish task and finish groups to consider matters related to its terms of reference if it feels this is necessary to fulfil its responsibilities. A task and finish group may include board members who are not members of the committee and also members of staff.
- 4. Responsibilities and scope**
- 4.1 The committee has been authorised by the Board to:
- 4.1.1 determine the pay policy, terms and conditions and remuneration framework for the Chief Executive and the senior management team and ensure that they are consistent with those of the wider workforce as set by Welsh Government;
 - 4.1.2 agree the remuneration of the Chief Executive and review the remuneration of new members of the senior management team (Tîm Arwain) with the Chief Executive in line with Welsh Government requirements;
 - 4.1.3 determine the performance management and appraisal framework for the Chief Executive and senior

² Add description and link to document

management team, and ensure that any award of bonus and incentive payments (should they be agreed) take place within the agreed framework;

- 4.1.4 review the policy for workforce remuneration to ensure consistency with the strategy and values of the organisation and in line with the NHS Agenda for Change terms and conditions;
- 4.1.5 ensure any relevant policies on remuneration and terms of service as determined by Welsh Government (including Welsh Government public sector pay principles) are applied consistently and inform Welsh Government, as required, particularly regarding any material changes.
- 4.1.6 consider and recommend to the Board approval of Voluntary Early Release Scheme (VERS) applications and other severance payments, in line with Llais policies and relevant Welsh Government guidance;
- 4.1.7 review and report to the Board on any amendments to the terms and conditions of staff that are of no detriment to the agreed NHS Terms and Conditions Handbook;
- 4.1.8 ensure any redundancy arrangements are carried out in accordance with the provisions contained within 'Section 16: Redundancy Pay (Scotland, Wales and Northern Ireland)' of the NHS Terms and Conditions Handbook;
- 4.1.9 maintain oversight of, and approve, the annual Agenda for Change pay awards for Llais staff and any Agenda for Change proposed amendments to terms and conditions;
- 4.1.10 review any senior level secondments to ensure compliance with policy provisions;
- 4.1.11 receive a report on any appeals where involvement of members of the Committee is required, as set out in the Grievance, Disciplinary and Harassment policies and/or Complaints policy;
- 4.1.12 provide independent scrutiny for grievances that may involve the Chief Executive, as Investigating Officer, if required.

4.1.13 take on any other activities, as appropriate and if asked to do so by the Board.

4.2 Broader Organisational Policies

4.2.1 The Committee will maintain oversight of wider workforce policies relating to the workforce, remuneration and terms of service and organisational development. These areas of additional authority might include, but are not limited to:

- strategies and policies relating to recruitment, retention and management of the Llais workforce. In the Scheme of Delegation by the Board the committee might be given authority to be the approver of certain policies and procedures, and these would be included in the Llais Policy on Policies and Procedures;
- policies relating to learning, development, reward and recognition of the Llais workforce;
- staff benefits and non-pay reward schemes.
- pensions.
- redundancy, severance, and compensation.
- Organisational Development policy and strategy.

4.2.2 Equity, Diversity, and Inclusion Policies - to review the organisation's EDI policies, actions, and practices to ensure that they are consistent with its strategy and values of Llais and national legislation and legal frameworks.

4.2.3 Organisational Development - to review the organisation's organisational development strategy and actions to ensure that they are consistent with Llais's overall strategic plan and annual plan and the values and standards of the organisation. This will include compliance with any national legislation and the legal frameworks relating to the wider organisation.

4.3 Authority

- 4.3.1 The committee has been authorised by the Board to investigate any activity within its terms of reference. To do this the committee will have the right to inspect any relevant documents, through advice from the Chief Executive and Board Secretary, and will keep staff information confidential. Most information provided will be anonymised unless there is a public interest to disclose personal information.
- 4.3.2 Where relevant, the Board also gives the committee the authority to obtain outside legal or other independent professional advice and to secure the attendance of outside representatives with relevant experience and expertise if it considers it necessary.
- 4.3.3 The committee will approve the terms of reference, to include delegation of authority, and membership of any task and finish groups relating to this committee.

5. Reporting and Review

- 5.1 The Board Secretary will arrange the provision of a suitable secretariat arrangements for the committee. This will include the preparation and timely distribution of papers and the taking of minutes of meetings.
- 5.2 The minutes of the committee will be submitted to the Board in public on general workforce and organisational development matters. However, when the committee is meeting to discuss the remuneration and terms of service elements of its role or considering confidential business, the minutes of these aspects of the meetings will be reported to the Board in private session.
- 5.3 In publishing the minutes as required for transparency purposes, it might be necessary to redact some elements of the content due to data protection and the protection of staff confidentiality.
- 5.4 The Committee shall provide an annual report to the Board on the work it has carried out in the period, and the results of its review of its performance, constitution, and terms of reference, as above.
- 5.5 The Committee shall provide a description of its work in the annual report, including information in line with legal and regulatory requirements. A summary of this report will be included in the annual report and accounts.

6. Meeting schedule and support to the committee

- 6.1 The committee will meet at least 4 times a year and at least one of these meetings will formally be held as a Remuneration and Terms of Service Committee. Therefore, an annual work programme will be developed for the committee which will clearly outline the business that should be discharged during any one year.
- 6.2 The provision will exist for additional meetings of the Remuneration and Terms of Service element of the Committee to be called to consider urgent or required business. The Chair of the Committee will consult with the Board Secretary on the calling of additional meetings and the required arrangements.
- 6.3 Due to the nature of the business of the committee, consideration will need to be given with advice from the Board Secretary whether or not the membership should meet in private without Llais officers present depending on the business at hand and the potential conflicts of interest that might arise.
- 6.4 The Committee can hold also ‘exceptional’ meetings to consider other matters within its wider terms of reference, if deemed necessary.

Version control

Version	Date	Author	Reason
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0.1	18.01.2023	CS	1 ST draft for comment.
0.2	23.01.2023	CS	2nd draft following comments from Workstream.
1.0	31.01.2023	CS	Changes made following Board discussion – Approved by Board.
2.0 and 3.0	01.07.2024	E-S	Revised draft for review following the Eversheds Sutherland initial advice on a Remuneration and Terms of Service Committee. Additional development work undertaken to widen the scope to a new Workforce, Remuneration and Terms of Service Committee.