



GIG
CYMRU
NHS
WALES

Bwrdd Iechyd Prifysgol
Caerdydd a'r Fro
Cardiff and Vale
University Health Board

Workforce and Organisational Development Committee

**Terms of Reference and
Operating Arrangements**

1. INTRODUCTION

- 1.1 The University Health Board's (UHB) Standing Orders provide that "*The Board may and, where directed by the Assembly Government must, appoint Committees of the LHB 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 UHB's scheme of delegation), the Board shall nominate annually a committee to be known as the **Workforce and Organisational Development 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 Workforce and Organisational Development Committee "the Committee" is to provide:
- evidence based and timely **advice** to the Board to assist it in discharging its functions and meeting its responsibilities with regard to all matters relating to the staff and staffing of the UHB; and
 - **assurance** to the Board in relation to the UHB's arrangements for all issues relating to human resources, workforce development and organisational development in accordance with its stated objectives and the requirements and standards determined for the NHS in Wales.
 - **assurance** to the Board in relation to the UHB's arrangements for issues relating to Equality, Diversity and Human Rights.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 The Committee will, in respect of its provision of advice to the Board:
- oversee the initial development and subsequent delivery of the UHB's Workforce and OD strategies and plans ensuring they are 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 UHB's strategies and plans or those of its stakeholders and partners, including those arising from any Joint (sub) Committees of the Board;

- consider organisational development implications and advise in the development of plans required to deliver the change in culture, leadership and processes required by the UHB;
 - provide a forum to debate all issues relating to workforce and organisational development within the UHB and to take decisions on areas delegated by the Board;
 - consider and approve Employment Policies.
 - oversee the work of the Equality and Diversity Steering Group.
- 3.2 The Committee will, in respect of its assurance role, seek assurances that workforce and organisational development arrangements are appropriately designed and operating effectively to ensure the provision of high quality, safe healthcare and services across the whole of the UHB's activities.
- 3.3 To achieve this, the Committee's programme of work will be designed to ensure that, in relation to all aspects of workforce, OD and HRM:
- there is clear, consistent strategic direction, strong leadership and transparent lines of accountability;
 - the organisation, at all levels (division/directorate/clinical team) has a citizen centred approach, putting patients, patient safety and safeguarding above all other considerations;
 - the organisation, at all levels (division/directorate/clinical team) has the right workforce systems and processes in place to deliver, from a patients perspective - efficient, effective, timely and safe services;
 - the workforce is appropriately selected, trained, supported and responsive to the needs of the service, ensuring that professional standards and registration/revalidation requirements are maintained;
 - there is an ethos of continual quality improvement and regular methods of updating the workforce in the skills needed to demonstrate quality improvement throughout the organisation;
 - there is good team working, collaboration and partnership working to provide the best possible outcomes for its citizens;
 - partnership working with staff representatives is visible, meaningful and an integral part of leaders' and managers' roles within the UHB;
 - risks are actively identified and robustly managed at all levels of the organisation;
 - decisions are based upon valid, accurate, complete and timely data and information;

- there is continuous improvement in the standard of workforce planning across the whole organisation;
- organisational development intervention supports delivery of the strategic direction of change required;
- organisational health and workforce health feature prominently in the Committee focus.

3.4 The Committee will advise the Board on the adoption of a set of key workforce and OD indicators against which the UHB's performance will be regularly assessed and reported on through Annual Reports.

Authority

3.5 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 UHB relevant to the Committee's remit and ensuring patient/client and staff confidentiality, as appropriate. It may seek any relevant information from any:

- employee (and all employees are directed to cooperate with any reasonable 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.

3.6 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.

Access

3.7 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the Workforce Committee.

3.8 The Committee will meet with Internal Audit [and, as appropriate, nominated representatives of Healthcare Inspectorate Wales] without the presence of officials on at least one occasion each year.

3.9 The Chair of the Workforce Committee shall have reasonable access to Executive Directors and other relevant senior staff.

Sub Committees

3.10 The Committee may, subject to the approval of the UHB Board, establish sub committees or task and finish groups to carry out on its behalf specific aspects of Committee business. These may include:

- Equality and Diversity Steering Group

4. MEMBERSHIP

Members

4.1 A minimum of three (3) members, comprising:

Chair Independent member of the Board
Professor Howard Young

Vice Chair The Vice Chair will be chosen from amongst the Independent members of the Committee
Stuart Egan

Members A minimum of 1 other Independent member of the Board
David Jones
Mutale Merrill
Martyn Waygood

The committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise.

Attendees

4.2 In attendance Director of Workforce & Organisational Development
Director of Nursing
Medical Director
Director of Therapies and Health Science
Assistant Directors of OD, Workforce and HR
Assistant Medical Director, Workforce
Trade Union Representative from Local Partnership Forum

Other Executive Directors and Divisional Directors should attend from time to time as required by the Committee Chair.

4.3 By invitation The Committee Chair may extend invitations to attend committee meetings as required to the following:

Heads of Directorates/Departments/Clinical Teams;
Representatives of Partnership Organisations;
Public and Patient Involvement Representatives;
Occupational Health Representative;
Health and Safety

as well as others from within or outside the organisation who the committee considers should attend, taking account of the matters under consideration at each meeting.

Secretariat

4.4 Secretary As determined by the Board Secretary.

Member Appointments

- 4.5 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB Chair - 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 Assembly Government.
- 4.6 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the UHB Chair {and, where appropriate on the basis of advice from the UHB Remuneration and Terms of Service Committee}.

Support to Committee Members

- 4.8 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 UHB's overall OD programme developed by the Director of Workforce & 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 should be the Committee Chair or Vice Chair.

Frequency of Meetings

- 5.2 Meetings shall be held no less than quarterly, and otherwise as the Chair of the Committee deems necessary – consistent with the UHB's annual plan of Board Business.

Withdrawal of individuals in attendance

- 5.3 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.

6. RELATIONSHIPS & 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 for ensuring the quality and safety of healthcare for its citizens. The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.2 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, 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 framework.
- 6.3 The Committee shall embed the UHB'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, regularly and on a timely basis to the Board on the Committee's activities. This includes verbal updates on activity, the submission of committee minutes and written reports throughout the year;
 - bring to the Board's specific attention any significant matters under consideration by the Committee;
 - ensure appropriate escalation arrangements are in place to alert the UHB Chair, Chief Executive or Chairs of other relevant committees of any urgent/critical matters that may compromise patient care and affect the operation and/or reputation of the UHB.
- 7.2 The Board may also require the Committee Chair to report upon the committee's activities at public meetings, e.g., AGM, or to community partners and other stakeholders, where this is considered appropriate, e.g., where the committee's assurance role relates to a joint or shared responsibility.
- 7.3 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.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

- Quorum
- Approval of Employment Policy

9. REVIEW

9 These terms of reference and operating arrangements shall be reviewed annually by the Committee with reference to the Board.