

**PWYLLGOR DIWYLLIANT, POBL A DATBLYGU SEFYDLIADOL
PEOPLE, ORGANISATIONAL DEVELOPMENT & CULTURE COMMITTEE**

DYDDIAD Y CYFARFOD: DATE OF MEETING:	19 May 2026
TEITL YR ADRODDIAD: TITLE OF REPORT:	People, Organisational Development & Culture Committee Terms of Reference
CYFARWYDDWR ARWEINIOL: LEAD DIRECTOR:	Lisa Gostling, Executive Director of Workforce & OD/Deputy CEO
SWYDDOG ADRODD: REPORTING OFFICER:	Joanne Wilson, Director of Corporate Governance/Board Secretary Charlotte Wilmshurst, Assistant Director of Assurance and Risk

**Pwrpas yr Adroddiad (dewiswch fel yn addas)
Purpose of the Report (select as appropriate)**

Ar Gyfer Penderfyniad/For Decision

**ADRODDIAD SCAA
SBAR REPORT**

Sefyllfa / Situation

The purpose of this paper is to ensure that the People, Organisational Development & Culture Committee has clear terms of reference which detail its purpose, boundaries, role, composition and operating arrangements.

Cefndir / Background

According to its terms of reference, the Committee must review its terms of reference and operating arrangements on at least an annual basis to ensure they remain fit for purpose. These must be subsequently approved by the Board and will form part of the Health Board's Standing Orders.

The Committee last reviewed its terms of reference and operating arrangements in May 2025, and these were subsequently approved by the Board, on 31 July 2025.

Asesiad / Assessment

The People, Organisational Development & Culture Committee Terms of Reference and operating arrangements (**Appendix 1**) have been reviewed since Board approval on 31 July 2025, with no changes made to terms.

Argymhelliad / Recommendation

The Committee is asked to:

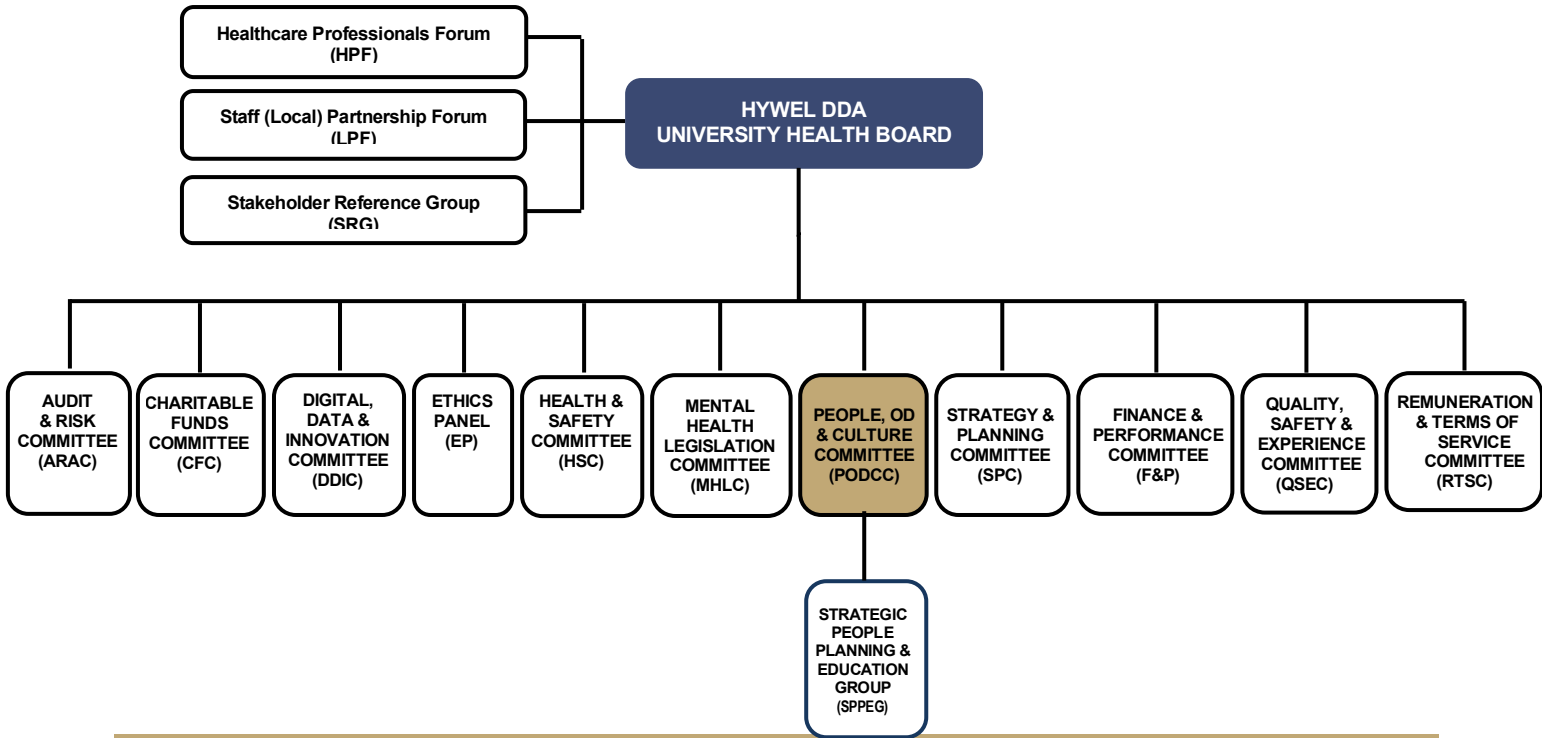
- **APPROVE** the People, Organisational Development & Culture Committee's Terms of Reference (v.10) for onward ratification by the Board on 30 July 2026.

Amcanion: (rhaid cwblhau) Objectives: (must be completed)	
Committee ToR Reference: Cyfeirnod Cylch Gorchwyl y Pwyllgor:	10.5 The Director of Corporate Governance/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.
Cyfeirnod Cofrestr Risg Datix a Sgôr Cyfredol: Datix Risk Register Reference and Score:	Not Applicable
Parthau Ansawdd: Domains of Quality Quality and Engagement Act (sharepoint.com)	Not Applicable
Galluogwyr Ansawdd: Enablers of Quality: Quality and Engagement Act (sharepoint.com)	1. Leadership 2. Culture and valuing people
Amcanion Strategol y BIP: UHB Strategic Objectives:	1. Striving teams
Amcanion Cynllunio Planning Objectives	Not Applicable
Amcanion Llesiant BIP: UHB Well-being Objectives: Hyperlink to HDdUHB Well-being Objectives Annual Report 2021-2022	10. Not Applicable

Gwybodaeth Ychwanegol: Further Information:	
Ar sail tystiolaeth: Evidence Base:	Standing Orders
Rhestr Termiau: Glossary of Terms:	Contained within the body of the report
Partïon / Pwyllgorau â ymgynhorwyd ymlaen llaw y Pwyllgor Diwylliant, Pobl a Datblygu Sefydliadol: Parties / Committees consulted prior to People, Organisational Development & Culture Committee:	Director of Corporate Governance/Board Secretary Executive Director of Workforce & OD/Deputy CEO

Effaith: (rhaid cwblhau)

Impact: (must be completed)	
Ariannol / Gwerth am Arian: Financial / Service:	No direct impacts
Ansawdd / Gofal Claf: Quality / Patient Care:	Not Applicable
Gweithlu: Workforce:	Not Applicable
Risg: Risk:	Not Applicable
Cyfreithiol: Legal:	Not Applicable
Enw Da: Reputational:	Not Applicable
Gyfrinachedd: Privacy:	Not Applicable
Cydraddoldeb: Equality:	Not Applicable



TERMS OF REFERENCE

PEOPLE, ORGANISATIONAL DEVELOPMENT & CULTURE COMMITTEE

Version	Issued To	Date	Comments
V1	Hywel Dda University Health Board	29.07.2021	Approved
V2	People, Organisational Development & Culture Committee	20.06.2022	Approved
V2	Hywel Dda University Health Board	28.07.2022	Approved
V3	People, Organisational Development & Culture Committee	03.04.2023	Approved
V4	Hywel Dda University Health Board	25.05.2023	Approved
V5	People, Organisational Development & Culture Committee	19.06.2023	Approved
V6	People, Organisational Development & Culture Committee	05.07.2023	Approved via Chair's Action
V6	Hywel Dda University Health Board	27.07.2023	Approved
V7	People, Organisational Development & Culture Committee	15.02.2024	Approved
V7	Hywel Dda University Health Board	28.03.2024	Approved

V8	People, Organisational Development & Culture Committee	20.08.2024	Approved
V8	Hywel Dda University Health Board	26.09.2024	Approved
V9	Hywel Dda University Health Board	31.01.2025	Approved (alongside the new governance arrangements)
V10	People, Organisational Development & Culture Committee	27.05.2025	Approved
V10	Hywel Dda University Health Board	31.07.2025	Approved
V10	People, Organisational Development & Culture Committee	19.05.2026	For approval

PEOPLE, ORGANISATIONAL DEVELOPMENT & CULTURE COMMITTEE

1. Constitution

1.1 The People, Organisational Development & Culture Committee (the Committee) has been established as a Committee of the Hywel Dda University Health Board (the Health Board) and constituted from 1 August 2021.

2. Purpose

- 2.1 The purpose of the People, Organisational Development & Culture Committee is to provide *advice* and *assurance* to the Board on the following:
- 2.1.1 Compliance with legislation, guidance and best practice around the workforce and OD agenda, learning from work undertaken nationally and internationally, ensuring (the Health Board) is recognised as a leader in this field.
 - 2.1.2 The Implementation of the Health Board’s Workforce and OD Strategy, and the all-Wales Health and Social Care Workforce Strategy, ensuring these are consistent with the Health Board’s overall strategic direction and with any requirements and standards set for NHS bodies in Wales.
 - 2.1.3 The organisation’s ability to create and manage strong, high performance, organisational culture arrangements.
 - 2.1.4 That there are appropriate arrangements to ensure education and commissioning meets future workforce needs.

3. Key Responsibilities

- 3.1 The Committee will in respect of advice and assurance to the Board:
- 3.1.1 Seek assurance that people and organisational development arrangements are appropriately designed and operating effectively to ensure the provision of high

quality, safe services/programmes and functions across the whole of the Health Board's activities.

- 3.1.2 Consider the implications for workforce planning arising from the development of the Health Board's strategies and plans or those of its stakeholders and partners, including those arising from joint (sub) committees of the Board.
- 3.1.3 Ensure robust mechanisms are in place to foster a strong and high-performance organisational culture of effective leadership, innovation and continuous improvement, in accordance with the Health Board's values and behaviour framework, future-proofed to ensure their continuity and success.
- 3.1.4 Ensure the Health Board is meeting its responsibilities with regard to statutory and mandatory training.
- 3.1.5 Seek assurance on delivery against all planning objectives aligned to the Committee, considering and scrutinising the plans, models and programmes that are developed and implemented, including the annual workforce plan and associated commissioning plan, supporting and endorsing these as appropriate.
- 3.1.6 Ensure robust mechanisms are in place to deliver effective staff engagement in accordance with the Health Board's values and behaviour framework.
- 3.1.7 Seek assurances that there is the appropriate culture and arrangements to allow the Health Board to discharge its statutory and mandatory responsibilities with regard to Welsh language provision (workforce & patient related).
- 3.1.8 Approve appointments made by the Advisory A Committee.
- 3.1.9 Receive assurance on delivery against the areas of targeted intervention, and the required elements for de-escalation, that are aligned to the Committee.
- 3.1.10 Seek assurance on delivery against all Planning Objectives aligned to the Committee, in accordance with the Board approved timescales, as set out in the Health Board's Annual Plan, considering, and scrutinising the plans and programmes that are developed and implemented, supporting and endorsing these as appropriate
- 3.1.11 Seek assurance on the delivery of the requirements arising from Health Board's regulators, WG and professional bodies.
- 3.1.12 Seek assurance on the management of risks within the Corporate Risk Register (CRR) and Operational Risk Registers (including for hosted services and through partnerships and Joint Committees as appropriate) aligned to the Committee and its sub-committees, and report any areas of significant concern e.g. where risk tolerance is exceeded, lack of timely action. Where risks cannot be brought within the Health Board's risk appetite/tolerance, recommend acceptance of risks to the Board.
- 3.1.13 To receive assurance through Sub-Committee Update Reports 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).

3.1.14 Approve the workforce and organisational development policies and plans delegated to the Committee.

3.1.15 Refer people, culture and organisational development matters which impact on quality and safety to the Quality, Safety & Experience Committee (QSEC), and vice versa.

3.1.16 Review and approve the annual work plans for any Sub-Committee which has delegated responsibility from the People, Organisational Development & Culture Committee and oversee delivery.

4. Membership

4.1 The membership of the Committee shall comprise:

Member
Independent Member (Chair)
Independent Member (Vice Chair)
2 x Independent Members

4.2 Membership must include an Independent Member from the Quality, Safety and Experience Committee.

4.3 The following should attend Committee meetings:

In Attendance
Executive Director of Workforce & Organisational Development (Lead Executive)
Executive Medical Director
Executive Director of Public Health
Executive Director of Nursing, Quality & Patient Experience
Executive Director of Allied Health Professionals and Health Sciences
Chief Operating Officer
Communications and Engagement Director
Chair of Health Board Staff Partnership Forum

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 less than two of the membership and must include as a minimum the Chair or Vice Chair of the Committee, together with a third (3) of the In Attendance members.

5.2 The membership 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.

- 5.3 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.
- 5.4 The Committee may also co-opt additional independent external 'experts' from outside the organisation to provide specialist skills.
- 5.5 Should any officer member be unavailable to attend, they may nominate a deputy with full voting rights to attend in their place, subject to the agreement of the Chair.
- 5.6 The Chair of the Health Board reserves the right to attend any of the Committee's meetings as an ex officio member.
- 5.7 The Head of Internal Audit shall have unrestricted and confidential access to the Chair of the People, Organisational Development & Culture Committee.
- 5.8 The Chair of the People, Organisational Development & Culture Committee shall have reasonable access to Executive Directors and other relevant senior staff.
- 5.9 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. Agenda and Papers

- 6.1 The Committee Secretary is to hold an agenda setting meeting with the Chair and/or Vice Chair and the Lead Director (Director of Workforce & OD), at least **six** weeks before the meeting date.
- 6.2 The agenda will be based around 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 Lead/relevant Director.
- 6.4 The agenda and papers will be distributed **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 Lead Director within **seven** days to check the accuracy, prior to sending to Members (including the Committee Chair) 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 approval.

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. Frequency of Meetings

- 8.1 The Committee will meet quarterly and shall agree an annual schedule of meetings. Any additional meetings will be arranged as determined by the Chair of the Committee in discussion with the Lead Executive.
- 8.2 The Chair of the Committee, in discussion with the Committee Secretary, shall determine the time and the place of meetings of the Committee and procedures of such meetings.

9. Accountability, Responsibility and Authority

- 9.1 Although, as set out within these terms of reference, the Board has delegated authority to the Committee for the exercise of certain functions, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens, through the effective governance of the organisation.
- 9.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 9.3 The Committee shall embed the Health Board's vision, corporate standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.
- 9.4 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. Reporting

- 10.1 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:
 - 10.1.1 joint planning and co-ordination of Board and Committee business;
 - 10.1.2 sharing of information.
- 10.2 In doing so, the Committee shall 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 framework.
- 10.3 The Committee may establish sub-committees or working/task and finish groups to carry out on its behalf specific aspects of Committee business. The Committee will receive an update following each sub-committee or working/task and finish group meeting detailing the business undertaken on its behalf. The Sub-Committee reporting to this Committee is:
 - 10.3.1 Strategic People Planning and Education GroupThe management group feeding into this Committee is the:
 - 10.3.2 Workforce & OD Leadership Group

There are also other links to this Committee through the:

10.3.3 Staff Partnership Forum

10.4 The Committee Chair, supported by the Committee Secretary, shall:

10.4.1 Report formally, regularly and on a timely basis, to the Board on the Committee's activities. This includes the submission of a committee update report, as well as the presentation of an annual report within **six** weeks of the end of the financial year.

10.4.2 Bring to the Board's specific attention any significant matters under consideration by the Committee.

10.4.3 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.

10.5 The Director of Corporate Governance/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.

11. Secretarial Support

11.1 The Committee Secretary shall be determined by the Director of Corporate Governance/Board Secretary.

12. Review Date

12.1 These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.