

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

DYDDIAD Y CYFARFOD: DATE OF MEETING:	27 May 2025
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 August 2024, and these were subsequently approved by the Board, on 26 September 2024. The Board also approved the following changes on 28 January 2025 as part of the revised governance arrangements from 1 April 2025.

- Research and Innovation Sub-Committee reporting to the new Digital, Data and Innovation Committee
- Changing the frequency of meetings from bi-monthly to quarterly
- 4 x Independent Members per Committee (except Quality, Safety and Experience Committee which will have 5).
- Where Independent Membership has reduced to 4, the quoracy will be amended to 'A quorum shall consist of no less than two of the membership and must include as a minimum the Chairman or Vice-Chairman of the Committee, and one other Independent Member, together with a third of the In Attendance Members.'

- Updated job titles, e.g., from Director to Executive Director, Director of Operations to Chief Operating Officer, where appropriate.
- The Director of Corporate Governance will be removed from the In Attendance section however will attend committees (or nominate a deputy) to provide governance advice and support.
- Other cosmetic amendments required to standardise Board Committee level terms of reference.

Asesiad / Assessment

The People, Organisational Development & Culture Committee Terms of Reference and operating arrangements (**Appendix 1**) have been reviewed since Board approval on 30 January 2025, and a number of changes and amendments to terms have been made. These are clearly marked on Appendix 1 and relate to the following:

Section	What has changed?	Why?
2.1	Purpose – section amended	Additional wording added “ to provide advice and assurance to the Board on the following ”
2.1.1-2.1.4	Purpose – section amended	Removed the following wording, as duplication of 2.1 “ To provide assurance to the Board on ”
2.1	Purpose – section removed	Removed as responsibility as transferred to the Digital, Data and Innovation Committee (DDIC) “ To 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 ”.
3.1	Key Responsibilities – section amended	Wording removed to standardise Board Committee level terms of reference.
3.1.6	Key Responsibilities – section removed	Removed as responsibility as transferred to the Digital, Data and Innovation Committee (DDIC) “ Receive the Research & Innovation (R&I) Annual Report for approval prior to submission to the Health and Care Research Wales, to ensure the Health Board increases its Research & Development/R&I capacity, research output and research income ”.
3.1.10	Key Responsibilities – section amended	New standard wording for PO’s added, as follows “ 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	Key Responsibilities – section added	Standardised Board Committee level ToRs. “Seek assurance on the delivery of the requirements arising from Health Board’s regulators, WG and professional bodies” .
3.1.12	Key Responsibilities – section amended	New standard wording for risks for Committee ToRs added, as follows: “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 subcommittees, 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	Key Responsibilities – section removed	Removed as now included with section 3.1.12
3.1.12	Key Responsibilities – section removed	Wording removed as duplicates Section 10.4 and to standardise Board Committee level terms of reference.
4.1	Membership – Independent Member removed.	Reduced Independent Members from 3 to 2 (excluding Chair and Vice-Chair), following agreement by Board in January 2025 (Board Governance arrangements)
5.1	Quorum and Attendance – section amended	Quoracy changed from three to two Independent Members following agreement by Board in January 2025 (Board Governance arrangements)
5.8	Quorum and Attendance – section removed	Section removed as no longer relevant “The Committee can arrange to meet with Internal Audit and External Audit (and, as appropriate, nominated representatives of Healthcare Inspectorate Wales), without the presence of officers, as required” .
8.1	Frequency of Meetings -section amended	Frequency changed from bi-monthly to quarterly, following agreement by Board in January 2025 (Board Governance arrangements).
10.3.1	Reporting – section removed	Removed as Sub-Committee has transferred to the Digital, Data and Innovation Committee (DDIC) “Research & Innovation Sub-Committee” .
10.3.3	Reporting – section removed	Removed as responsibility has transferred to the Digital, Data and Innovation Committee (DDIC) “University Partnerships” .

10.3.4	Reporting – section removed	Removed as the group has been dis-established “ Black Asian Minority Ethnic (BAME) Advisory Group ”, with the work taken forward by the Equality, Diversity and Inclusion (EDI) Taskforce.
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The refreshed Targeted Intervention areas relating to Leadership, Capability and Culture, will be added to the terms of reference once finalised by Welsh Government.

Argymhelliad / Recommendation

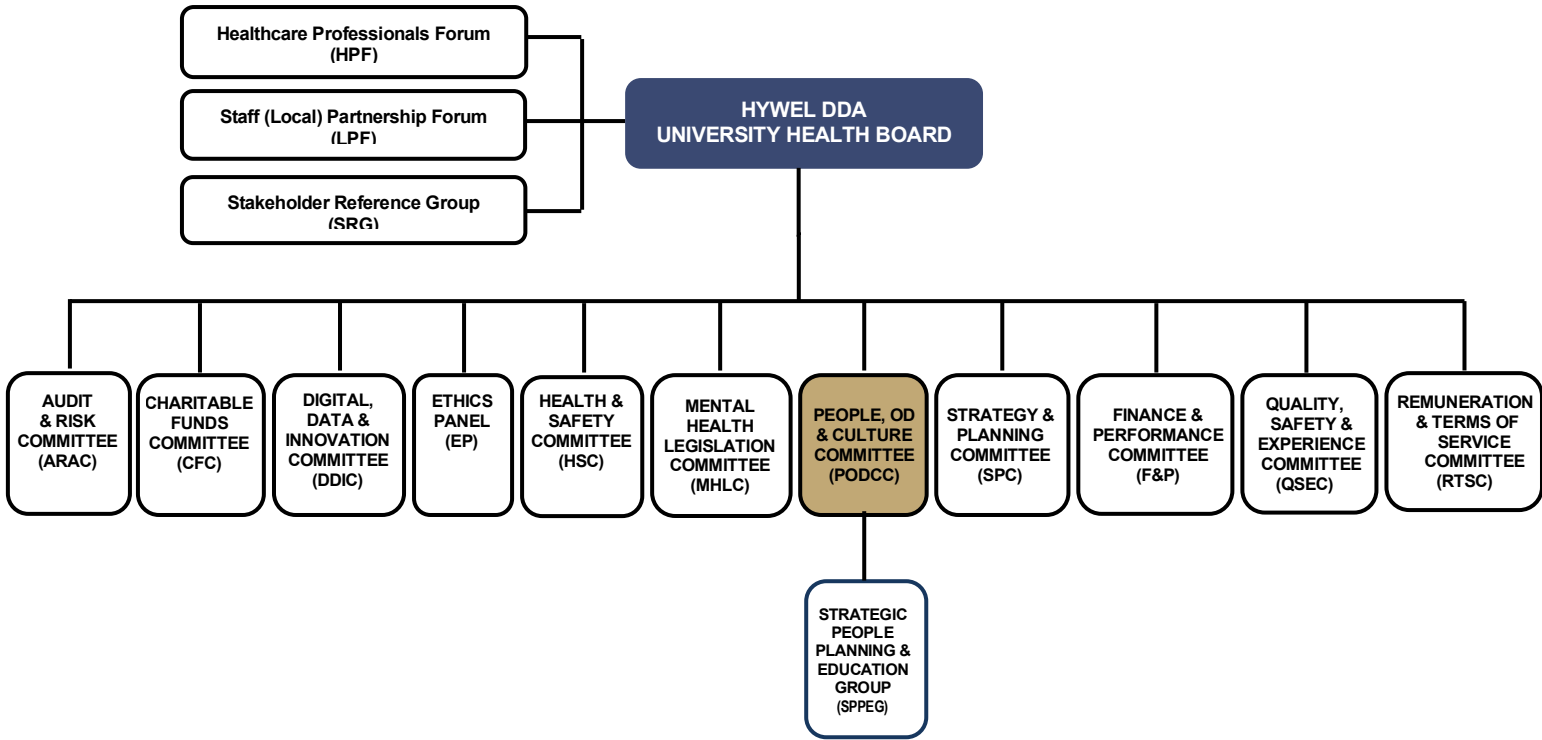
The Committee are asked to approve the People, Organisational Development & Culture Committee’s Terms of Reference for onward ratification by the Board on 31 July 2025.

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 Termau: Glossary of Terms:	Contained within the body of the report
Partion / 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



Version	Issued To	Date	Comments
V1	Hywel Dda University Health Board	29.07.2021	Approved
V2	PODCC	20.06.2022	Approved
V2	Hywel Dda University Health Board	28.07.2022	Approved
V3	PODCC	03.04.2023	Approved
V4	Hywel Dda University Health Board	25.05.2023	Approved
V5	PODCC	19.06.2023	Approved
V6	PODCC	05.07.2023	Approved via Chair's Action
V6	Hywel Dda University Health Board	27.07.2023	Approved
V7	PODCC	15.02.2024	Approved
V7	Hywel Dda University Health Board	28.03.2024	Approved
V8	PODCC	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)

PEOPLE, ORGANISATIONAL DEVELOPMENT & CULTURE COMMITTEE

TERMS OF REFERENCE

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 ~~To provide assurance to the Board on Compliance with legislation, guidance and best practice around the workforce and OD agenda, learning from work undertaken nationally and internationally, ensuring Hywel Dda University Health Board (the Health Board) is recognised as a leader in this field.~~
 - 2.1.2 ~~To provide assurance to the Board on 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 ~~To provide assurance to the Board on The organisation's ability to create and manage strong, high performance, organisational culture arrangements.~~
~~— To 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.~~
 - 2.1.4 ~~Provide assurance~~ That there are appropriate arrangements to ensure education and commissioning meets future workforce needs.

3. Key Responsibilities

- 3.1 ~~The People, Organisational Development & Culture Committee will shall,~~ 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.

~~Receive the Research & Innovation (R&I) Annual Report for approval prior to submission to the Health and Care Research Wales, to ensure the Health Board increases its Research & Development/R&I capacity, research output and research income.~~

- 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 Appointments 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 ~~To receive an assurance on delivery against all relevant Planning Objectives falling under Strategic Objectives 1 (*Putting people at the heart of everything we do*), 2 (*Working together to be the best we can be*), 3 (*Striving to deliver and develop excellent services*) and 4 (*The best health and wellbeing for our communities*) (see Appendix 2), in accordance with Board approved timescales, as set out in Health Board's Annual Plan~~ **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** ~~allocated~~ to the Committee **and its sub-committees**, and ~~provide assurance to the Board that risks are being managed effectively 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.**

~~— To recommend acceptance of risks that cannot be brought within the Health Board's risk appetite/tolerance to the Board through the Committee Update Report.~~

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.

~~3.12 — Agree issues to be escalated to the Board with recommendations for action.~~

4. Membership

4.1 The membership of the Committee shall comprise:

Member
Independent Member (Chair)
Independent Member (Vice Chair)
3 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 ~~three~~ **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.
- ~~The Committee can arrange to meet with Internal Audit and External Audit (and, as appropriate, nominated representatives of Healthcare Inspectorate Wales), without the presence of officers, as required.~~
- 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 ~~bi-monthly~~ **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:

~~Research & Innovation Sub-Committee~~

- 10.3.1 Strategic People Planning and Education Group

The 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
~~University Partnerships~~

~~The advisory group feeding into this Committee is the:~~

~~Black Asian Minority Ethnic (BAME) Advisory Group~~

- 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.