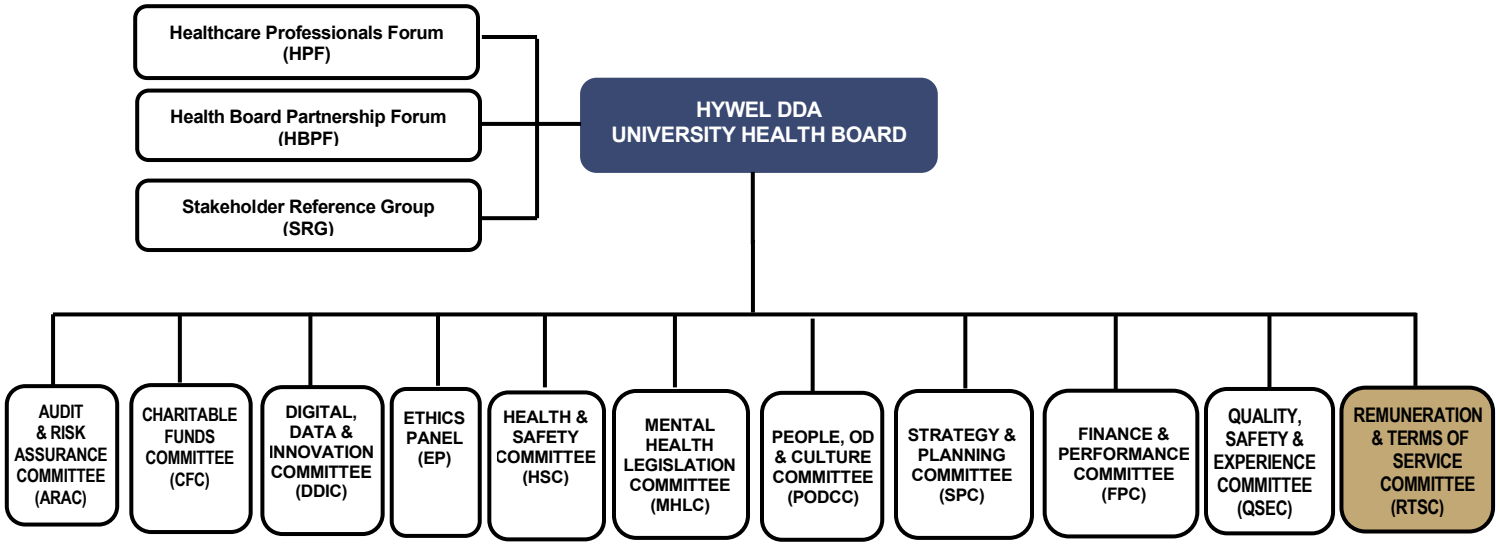


TERMS OF REFERENCE

REMUNERATION AND TERMS OF SERVICE COMMITTEE

Version	Issued To	Date	Comments
V.01	Hywel Dda Health Board	29.09.2011	Approved
V.02	Remuneration and Terms of Service Committee	04.09.2012	Approved
	Hywel Dda Health Board (SOs)	27.09.2012	Approved
	Remuneration and Terms of Service Committee	19.09.2013	Approved
	Hywel Dda University Health Board (SOs)	04.06.2014	Approved
V.03	Remuneration and Terms of Service Committee	*12.11.2015*	*Approved (CA)*
	Hywel Dda University Health Board (SOs)	26.11.2015	Approved
V.04	Remuneration and Terms of Service Committee	16.01.2017	Approved
	Hywel Dda University Health Board (SOs)	26.01.2017	Approved
V.05	Remuneration and Terms of Service Committee	18.12.2017	Approved
V.05	Hywel Dda University Health Board	29.03.2018	Approved
V.06	Remuneration and Terms of Service Committee	30.05.2018	Approved
V.06	Hywel Dda University Health Board	26.07.2018	Approved
V.07	Remuneration and Terms of Service Committee	27.06.2019	Approved
V.07	Hywel Dda University Health Board	25.07.2019	Approved
V.08	Hywel Dda University Health Board	26.03.2020	Approved
V.09	Remuneration & Terms of Service Committee	31.08.2021	Approved

V.09	Hywel Dda University Health Board	30.09.2021	Approved
V.10	Remuneration & Terms of Service Committee	10.08.2022	Approved
V.10	Hywel Dda University Health Board	29.09.2022	Approved
V.11	Remuneration & Terms of Service Committee	18.05.2023	Approved
V.11	Hywel Dda University Health Board	27.07.2023	Approved
V.12	Remuneration & Terms of Service Committee	16.05.2024	Approved
V.12	Hywel Dda University Health Board	25.07.2024	Approved
V.13	Hywel Dda University Health Board	30.01.2025	Approved (alongside the new governance arrangements)
V.13	Remuneration & Terms of Service Committee	26.08.2025	Approved
V.14	Remuneration & Terms of Service Committee	05.02.2026	Approved
V.14	Hywel Dda University Health Board	26.03.2026	Approved
V.15	Remuneration & Terms of Service Committee	24.06.2026	Approved
V.15	Hywel Dda University Health Board	30.07.2026	Approved

REMUNERATION AND TERMS OF SERVICE COMMITTEE

1. Constitution

1.1 The Remuneration and Terms of Service Committee (the Committee) has been established as a Committee of the Hywel Dda University Health Board (HDdUHB) and constituted from 1st October 2009.

2. Purpose

2.1 The purpose of the Remuneration & Terms of Service Committee is to act on behalf of the Board to:

2.1.1 ***Approve,*** on behalf of the Board, the remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Assembly Government; and

2.1.2 ***Provide Assurance*** to the Board in relation to the HB's arrangements for the remuneration and terms of service, including contractual arrangements, for *all staff*, in accordance with the requirements and standards determined for the NHS in Wales

2.1.3 Perform certain, specific functions on behalf of the Board.

2.2 The Committee shall have no powers to develop or modify existing pay schemes.

3. Key Responsibilities

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

3.1 Remuneration and terms of service for the Chief Executive, Executive Directors, other Very Senior Managers (VSMs) and others not covered by Agenda for Change; ensuring that the policies on remuneration and terms of service as determined from time to time by Welsh Government are applied consistently;

3.2 Objectives for Executive Directors and other VSMs and their performance assessment;

3.3 Performance management systems in place for those in the positions mentioned above and its application;

3.4 Proposals to make additional payments to medical Consultants outside of normal terms and conditions;

3.5 Proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the provision of the Regulations and in accordance with Ministerial instructions;

3.6 Consider and approve Voluntary Early Release applications and redundancy/severance payments in respect of Executive Director/Director posts, in line with Standing Orders and extant Welsh Government guidance. The Committee to be advised also of **all** Voluntary Early Release Scheme applications and severance payments;

3.7 Approve any Strategic Advisor arrangements, including scope and pay;

3.8 To approve the University Health Board's honours submission recommendations.

4. Membership

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

Member
Hywel Dda University Health Board, Health Board Chair (Chair)
Independent Member, Chair of Audit and Risk Assurance Committee (Vice Chair)
Independent Member
Independent Member

4.2 The following should attend Committee meetings:

In Attendance
Hywel Dda University Health Board Chief Executive
Executive Director of Workforce and Organisational Development (Lead Executive)
Director of Corporate Governance/Board Secretary

4.3 The 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 and one other Independent Member.

5.2 The membership of the Committee shall be determined by the Board, based on the recommendation of the UHB Chair, taking into account the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements of directions made by the Welsh Government.

5.3 Any senior officer of the UHB 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 Committee shall have reasonable access to Executive Directors and other relevant senior staff.

5.7 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 the Vice Chair and the Lead Director, Director of Workforce & OD, at least **four** weeks before the meeting date.

6.2 The agenda will be determined by the organisational requirements relating to remuneration and terms of service business. 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 for meetings 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. Frequency of Meetings

7.1 The Chair of the Committee, in agreement with the Committee members, shall determine the timing and frequency of meetings, as deemed necessary. It is expected that the Committee shall meet at least once a year with provision made for a quarterly Committee cycle.

7.2 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.

8. Accountability, Responsibility and Authority

8.1 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.

8.2 The Committee shall embed the UHB's vision, corporate standards, priorities and requirements, e.g. equality and human rights, through the conduct of its business.

8.3 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.

9. Reporting

9.1 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:

9.1.1 joint planning and co-ordination of Board and Committee business;
9.1.2 sharing of information.

9.2 In so doing, 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.

9.3 The Committee may establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

9.4 The Committee Chair, supported by the Committee Secretary, shall:
9.4.1 Report formally, regularly and on a timely basis to the Board on the Committee's activities, to include the submission of a Committee update report;
9.4.2 Bring to the Board's specific attention any significant matter under consideration by the Committee;
9.4.3 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 affect the operation and/or reputation of the UHB.

~~9.5 The Committee shall provide a written, annual report to the Board on its activities. The report will also record the results of any Committee's self-assessment and evaluation.~~

10. Secretarial Support

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

11. Review Date

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.