

 GIG CYMRU NHS WALES	Iechyd Cyhoeddus Cymru Public Health Wales	Name of Meeting Board Date of Meeting 28 July 2022 Agenda item: 4.2
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Review of Remuneration and Terms of Service Committee Terms of Reference

Executive lead:	Helen Bushell, Board Secretary and Head of Board Business Unit
Author:	Liz Blayney, Deputy Board Secretary and Board Governance Manager

Approval/Scrutiny route:	Remuneration and Terms of Service Committee (29 June 2022)
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Purpose <p>The Committees Terms of Reference were last reviewed in May 2021. Terms of Reference should be reviewed annually to ensure compliance with Standing Orders.</p> <p>A review of the Committee Terms of Reference has taken place and suggested amendments are presented to the Committee, for a recommendation to the Board for approval.</p>

Recommendation:				
APPROVE <input checked="" type="checkbox"/>	CONSIDER <input type="checkbox"/>	RECOMMEND <input type="checkbox"/>	ADOPT <input type="checkbox"/>	ASSURANCE <input type="checkbox"/>

The Board is asked to: <ul style="list-style-type: none"> • Consider the proposed changes to the Committees terms of reference; • Approve the revised terms of for the Committee.

Link to Public Health Wales [Strategic Plan](#)

Public Health Wales has an agreed strategic plan, which has identified seven strategic priorities and well-being objectives.

This report contributes to the following:

Strategic Priority/Well-being Objective	All Strategic Priorities/Well-being Objectives
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Summary impact analysis

Equality and Health Impact Assessment	Not required
Risk and Assurance	The organisation will not be compliant with its Standing orders if an annual review of terms of reference is not undertaken.
Health and Care Standards	This report supports and/or takes into account the Health and Care Standards for NHS Wales Quality Themes Governance, Leadership and Accountability
Financial implications	N/A
People implications	N/A

1. Purpose / situation

The purpose of this report is to present proposed revisions to the Committees terms of reference for consideration for approval.

2. Background

The Committees Terms of Reference were last reviewed in May 2021.

The Terms of Reference of Committees should be reviewed at least annually to ensure compliance with Standing Orders. A review of the Terms of Reference has taken place and suggested amendments are presented to Committee, to recommend to the Board for approval.

The Remuneration and Terms of Service Committee considered the proposed changes to the Terms of Reference at their meeting on 29 June 2022, and agreed to recommends to the Board for approval.

3. Summary of changes to Committee Terms of Reference

The proposed changes are detailed in the table below.

A full copy of the revised terms of reference are included at appendix 1.

The following changes are proposed for this Committee's terms of Reference:

Section	Proposed Amendment
Throughout	Amendments to language for consistency.
Introduction	No changes
Purpose	No changes
Remit	New heading and summary list added for clarity of the overall remit of the Committee.
Assurance	New heading and summary of the Committees assurance role added for clarity.
	Added 'Consider appraisal of officer members of the Board (Chief Executive and Directors)' in line with the scheme of delegation
Comment / Recommendation to Board	New heading added to draw out specifically the elements where the Committee provides comment/ recommendation to Board.
Delegated Decisions	Included a full list of the policies within the remit of the committee for approval, to ensure consistency with standing orders.
Membership	Added standard wording that Other Executive Team members should attend from time to time as required by the Chair.
Sub Committees / Groups	Section added for consistency with other Committee terms of reference structure.
Access	Section added for consistency with other Committee terms of reference structure.
Frequency of Meetings	No change
Relationships and accountabilities with the Board and its Committees/Groups	Section added for consistency with other Committee terms of reference structure.
Reporting and Assurance Arrangements	Section added for consistency with other Committee terms of reference structure.
Applicability of Standing Orders to Committee Business	Reference to Quorum added, as an exception to standing orders.

4. Recommendation

The Board is asked to:

- **Consider** the proposed changes to the Committees terms of reference;
- **Approve** the revised terms of for the Committee.