



# Gofal Cymdeithasol **Cymru** Social Care **Wales**

**CYFARFOD BWRDD / BOARD MEETING: 13.07.17**

**EITEM/ITEM:** 7  
**TEITL/TITLE:** Social Care Wales committee structure  
**SCW/17/16**  
**AWDUR/AUTHOR:** Sue Evans, Chief Executive

**CYFRANIADAU GAN/  
CONTRIBUTIONS FROM:** Jeni Meyrick

**ATODIADAU/APPENDICIES:**

**Appendix 1** Composition and Committee Meeting Dates 2017-18  
**Appendix 2** Terms of Reference: Regulation and Standards Committee  
**Appendix 3** Terms of Reference: Improvement Committee  
**Appendix 4** Terms of Reference: Remuneration Committee

**TRAFODWYD YN FLAENOROL YN/ITEM PREVIOUSLY DISCUSSED AT:**

Executive Management Team 03.07.17

**CYSWLLT I'R CYNLLUN BUSNES/LINK TO BUSINESS PLAN:**

This work is linked to the Social Care Wales governance workstream, focusing on a transparent and effective organisation, in order to provide public confidence.

**PENDERFYNIAD / DECISION:**

Members are invited to **approve** the draft terms of reference in the appendices.

## Social Care Wales Committee Structure

### 1. Purpose of the report and recommendation

- 1.1 The Board discussed and agreed the structure and role of the board and committees, including the reporting arrangements, at its April meeting as well as the Standing Orders which governs Board and committee meetings. This paper provides the Board with more detail about Social Care Wales's committees, their role and remit and their composition.
- 1.2 The paper also outlines the dates of the committees from September 2017 until the end of the financial year and includes the draft terms of reference of each committee, excluding those for the Audit and Risk Committee which were approved by the Board at its June meeting.
- 1.3 Members are invited to consider and **approve** the draft terms of reference for the Regulation and Standards Committee, Improvement Committee and Remuneration Committee included in the appendices of this report.

### 2. Principles for membership composition

- 2.1 Members were invited during June to express their interest in which committee(s) they would like to participate, ranking them in order of preference. Members were also invited to express an interest to becoming a committee chair or deputy chair.
- 2.2 The responses were collated on a matrix and considered by the Chair and Chief Executive according to the following principles:
  - Members were allocated either their first or second choice of committee
  - Interest in chair or deputy chair were considered
  - A balance of representation of perspective, gender, Welsh language, experience and geographical location
  - The number of members on each committee was consistent – including independent members
  - Workload and opportunities shared between members
- 2.3 Consideration was also given to members' availability and previous feedback has been noted regarding holding more than one committee meeting on the same day, therefore the previously circulated dates of committees has been amended. A new timetable can be found in **Appendix 1**.

### 3. Overview of each committee

- 3.1 Social Care Wales's Board and Committee structure has been produced to take into account the:
  - Legislative framework of the Regulation and Inspection of Social Care (Wales) Act 2016
  - understanding of the broad functions of Social Care Wales; and the

- requirements of being a Welsh Government Sponsored Body as outlined in Managing Welsh Public Money and the Model Governance Framework with Welsh Government.

- 3.2 The Board is responsible for all the activities of the Committees and delegates its authority to those committees, as set out in their terms of reference.
- 3.3 The role and scope of each committee has been considered and recommended by the Executive Management Team to enable efficient and effective scrutiny by the Board of action taken by officers in fulfilling Social Care Wales' remit. The terms of reference for each committee can be found in **Appendices 2,3 and 4**.

### **Regulation and Standards Committee**

- 3.4 The purpose of the committee is to support and advise the Accounting Officer (Chief Executive) and the Board with matters related to regulation of the social care workforce and regulation of training programmes for social work and social care.
- 3.5 The strategic aims of the committee are to set standards for the care and support workforce, making them accountable for their work and share good practice with the workforce so they can provide the best response.

### **Improvement Committee**

- 3.6 The purpose of the Improvement committee is to support and advise the Accounting Officer (Chief Executive) and the Board regarding matters to do with research, development and improvement of social care.
- 3.7 The strategic aims of the committee are to develop the workforce knowledge and skills to protect, empower and support those who need help; provide information for the public, the workforce and other organisations; provide improvement guidance and resources and set priorities for research to get evidence of what works well.

### **Remuneration Committee**

- 3.8 The Remuneration committee's purpose is to provide advice, guidance and recommendations about the well-being of the staff of Social Care Wales and matters relating to the terms and conditions of our staff and the remuneration of Independent Panel members.
- 3.9 This committee's aims are to ensure the organisation: adheres to its own policies and values with regard to staff recruitment, management and well-being; adopts best practice as a Welsh Government Sponsored Body employer; and complies with relevant employment legislation.

### **Audit and Risk Committee**

- 3.10 The purpose of the committee is to support the Accounting Officer and the Board in monitoring the organisation's governance arrangements, risk management and internal controls.

- 3.11 The Audit and Risk Committee is a mandatory Committee as set out in the Model Governance Framework. The terms of reference for this committee was approved at the Board's June meeting.

#### **4. Issues and analysis**

- 4.1 The terms of reference and proposed membership of committees should enable the Board to have confidence that all the key strategic areas of business are overseen and monitored by Members in their governance role.
- 4.2 Minutes and papers of committee meetings will be shared with all members, via the portal, to ensure transparency and scrutiny by the Board.
- 4.3 Members are invited to consider whether the business areas of focus for committee is clear and if so, approve the terms of reference.

#### **5. Next steps**

- 5.1 Following the Board discussion, the terms of reference for each committee will be finalised and added to the portal.
- 5.2 Members are advised to note the dates of the committee and highlight any conflict as soon as possible to the Board Secretary. Committee papers will be available on the portal no later than seven days before the meeting.
- 5.3 Times of the committees are yet to be confirmed, however it is likely morning sessions will begin at 10am and afternoon sessions at 1pm. It is anticipated each committee will last approximately 2 to 2.5 hours depending on the agenda. It is possible for members to join from the meeting room in St Asaph and use video conferencing facilities.
- 5.4 As previously agreed, training will be provided to all committee chairs, deputy chairs and the Deputy Chair of the Board. The appointment of the Deputy Chair of the Board is in progress, in line with the governance framework. The date and time of the training will be confirmed in due course.

**Social Care Wales Board Committee  
Composition and Timetable 2017/18**

**Audit and Scrutiny Committee:**

Rhian Watcyn Jones (Chair)  
Emma Britton (Deputy Chair)  
Carl Cooper  
Kate Hawkins  
Andrew Bellamy (independent member)

**Regulation and Standards Committee:**

Simon Burch (Chair)  
Grace Quantock (Deputy Chair)  
Donna Hutton  
Joanne Kember  
Aled Roberts

**Improvement Committee:**

Peter Max (Chair)  
Damian Bridgeman (Deputy Chair)  
Abigail Harris  
Jane Moore  
Aled Roberts

**Remuneration Committee:**

Arwel Ellis Owen (Chair) – note, ex-officio on all committees  
Donna Hutton (Deputy Chair)  
Carl Cooper  
Joanne Kember  
Jane Moore

## Board and Committee Dates 2017/18:

<b>September</b>			
Improvement Committee	Wednesday	13.09.17	AM
Audit and Risk Committee	Thursday	14.09.17	AM
Regulation and Standards Committee	Thursday	14.09.17	PM
Board Meeting	Wednesday	27.09.17	AM
Remuneration Committee	Wednesday	27.09.17	PM
Launch of Social Care Wales with Rebecca Evans AM	Thursday	28.09.17	AM
Induction Session (with Academi Wales)	Thursday	28.09.17	PM
<b>November</b>			
Board Meeting (Minister attending)	Thursday	23.11.17	AM
Remuneration Committee	Thursday	23.11.17	PM
<b>December</b>			
Audit and Risk Committee	Thursday	14.12.17	AM
Regulation and Standards Committee	Thursday	14.12.17	PM
<b>January</b>			
Improvement Committee	Tuesday	16.01.18	AM
Board Seminar	Wednesday	24.01.18	AM
Board Meeting	Thursday	25.01.18	AM
<b>March</b>			
Improvement Committee	Wednesday	07.03.18	AM
Audit and Risk Committee	Thursday	08.03.18	AM
Regulation and Standards Committee	Thursday	08.03.18	PM
Board Meeting	Thursday	22.03.18	AM
Remuneration Committee	Thursday	22.03.18	PM



## **Regulation and Standards Committee**

### **DRAFT Terms of Reference**

#### **1. What is the Regulation and Standards Committee?**

- 1.1 The Regulation and Standards Committee is a Committee of the Social Care Wales Board. It works within the same governance processes that apply to the Board. The Regulation and Standards Committee has been established by the Board as set out in the Model Governance Framework.
- 1.2 The purpose of the Committee is to support and advise the Accounting Officer (Chief Executive) and the Board regarding matters to do with regulation of the social care workforce and regulation of training programmes for social work and social care.
- 1.3 The strategic aims of the committee are to set standards for the care and support workforce, making them accountable for their work and share good practice with the workforce so they can provide the best response
- 1.4 The Committee has been given authority by the Board to make certain decisions, and the terms of reference explains what decisions the Committee can make. However, the Board is still responsible and accountable for all the decisions and actions taken in its name. This means that the Board has the right to change or overturn any decision or action of the Regulation and Standards Committee if it feels it goes against Social Care Wales policy or it goes against the Board's interests.
- 1.5 The terms of reference will be reviewed formally annually to make sure that they are up to date.

#### **2. Powers and Responsibilities of the Committee**

- 2.1 The standing orders for Social Care Wales sets out how Board and Committee meetings should be run – this includes the Regulation and Standards Committee. The Committee will also follow the framework and advice set out in Social Care Wales's Model Governance Framework and Scheme of Delegation, *Managing Welsh Public Money*, which tells us how public bodies in Wales should use their money, and any guidance issued by the Treasury and/or Welsh Government that may be relevant.

- 2.2 The Committee's role is to advise the Board and it is authorised by the Board to investigate any activity within its terms of reference.
- 2.3 The Regulation and Standards Committee may also establish and disestablish task and finish groups to consider matters related to its terms of reference if it feels this is necessary to fulfil its responsibilities.
- 2.4 No one other than Board members of the Regulation and Standards Committee will have voting rights.
- 2.5 The Regulation and Standards Committee may:
- Through the Accounting Officer commission external advisors to provide specialist skills, knowledge and experience.
  - ask any member of staff of the Social Care Wales to attend to assist it with its discussions on any particular matter; and
  - ask any or all of those who normally attend but who are not members to withdraw to allow open and frank discussion of particular matters.
- 2.6 The Regulation and Standards Committee has the power to request attendance by any member of staff or Board Member to its Committee meetings or working groups in order to answer questions or provide information relating to their roles and accountabilities.

### **3. Responsibilities – the role of the Committee**

- 3.1 The Regulation and Standards Committee will provide support, advice and guidance to the Chair, Chief Executive and the Board by reviewing and providing assurances on:
- strategies and policies specifically in relation to the registration of social care workers and related fitness to practise matters;
  - the quality assurance of the training regulation programme and receive regular reports on regulation matters;
  - the progress of the regulation and standards programme agreed within the Strategic and Business Plans;
  - implications of developments in the field of regulation and how these may affect the Board's responsibilities; and
  - the implementation of the Regulation and Inspection of Social Care (Wales) Act 2016
- 3.2 In terms of effectiveness and impact of our work the Committee will identify areas of Social Care Wales business for effectiveness reviews. The Committee will monitor how Social Care Wales learns from these reviews and how this contributes to improved performance.

### **4. Scope – the business areas of focus**



4.1 The Regulation and Standards Committee has the following delegated responsibilities:

### **Strategy and Direction**

- Provide a steer on strategies and policies specifically in relation to the registration of social workers, social care workers and related fitness to practise matters
- Provide a steer on statutory training and learning provision for the sector
- Consider evidence from the sector to influence workforce regulation policy in Wales
- Provide a steer on the implications of the results of regulatory activity for the social care sector
- Formally receive outcomes of regulatory panels, note trends and provide advice to the Board
- Formally receive reports on performance of the regulatory functions Formally receive evaluation reports on the effectiveness of statutory training and learning activities

### **Financial Stewardship**

- Consider and provide a steer to the Board on Registration fees
- Monitor budget allocations and spend to deliver regulatory activities

### **Appointments and Authorities**

Through the Registrar the Chair of the Regulation and Standards Committee is responsible for the appointment, appraisal and reappointment of the regulatory panel members.

Approve the Terms of Reference, to include delegation of authority, and membership of sub-committees relating to this committee, if necessary.

### **Strategies and Policies**

Approve:

- Workforce Regulation activity and statistics (including Annual Report);
- Qualification requirements for registrants and accredited courses;
- Memoranda of Understanding and Data Sharing Protocols with relevant partners;
- Operational and technical workforce regulation policies;
- Reports for publication regarding intelligence and evidence from the Register on the social work, social care and early years and childcare workforce;
- Fitness to Practise related policies and risk assessment frameworks Guidance on Fitness to Practise hearings;
- Practice Guidance and any revisions to them; and
- Sub-committee terms of reference, membership and minutes.
- Regulatory requirements in relation to approved social work and social care training

Consider and provide a steer to the Board on:

- Rules relating to Registration and Fitness to Practise;
- Codes of Practice and any revisions to them;

- Indicative Disposals Guidance and any revisions to it;
- Terms of reference for this committee
- Monitor performance activity relating to regulatory functions delegated by the Board

## **Miscellaneous**

Undertake any other matters as requested to do so by the Board

### **5. Review of effectiveness**

- 5.1 The Regulation and Standards Committee will periodically review its own effectiveness and report the results of that review to the Board.

### **6. Role and Responsibilities of the Chair and Deputy Chair**

- 6.1 The role of the Chair of the Regulation and Standards Committee is an important element in achieving effectiveness. Good practice guidance and training will be provided.

- 6.2 The Chair of the Regulation and Standards Committee should:

- facilitate constructive debate to aid decision making
- ensure that minutes are produced for each meeting for information to the Board
- decide whether any additional reports or items should be prepared from the Regulation and Standards Committee to the Board and the Accounting Officer on specific issues
- meet any newly appointed members as soon as possible after their appointment to aid their induction
- meet as required with the Accounting Officer and Chair of the Board
- provide a written annual assurance report to the Board on the work programme delivered by the Committee

- 6.3 A deputy Chair will be appointed, in line with the standing orders, to deputise in the absence of the Chair of the Committee.

### **7 Role and Responsibilities of members**

- 7.1 Members of the Regulation and Standards Committee are responsible for:

- bringing their experience and knowledge to monitor and review plans, reports and policies
- providing helpful ideas on how the plans, reports and policies will meet the aims of the organisation
- scrutinising the management information relating to the plans, reports and policies
- being open to ideas and work to reach compromises if required
- attending meetings regularly and contributing to work in support of the committee

- considering how the work of the committee can be promoted as part of their ambassadorial role

## **8. Appointment and Membership**

- 8.1 The Chair and the members of the Committee shall be appointed by the Chair of the Board. The Chair of the Regulation and Standards Committee will be a member of the Board.
- 8.2 The Committee will include a minimum of four members of the Board with specific and appropriate skills and experience.
- 8.3 The Board may co-opt up to two independent non-board members with relevant professional expertise on to the Committee, if required.
- 8.4 No member of the Regulation and Standards Committee may also be a member of staff, or have any executive authority for the management of Social Care Wales.
- 8.5 A quorum of three members will allow for the Committee to carry out its business. Co-opted members will not be counted as part of the quorum.
- 8.6 A member can sit for a maximum of two years on the Committee. This may be extended by the Chair of the Board depending on the composition of the Committee at the time.
- 8.7 The Chair of Social Care Wales is an ex-officio member of all Board Committees and should be regarded as additional to the specified membership.
- 8.8 The Chief Executive in their role as Accounting Officer and the Executive Directors will normally attend the meetings or ensure a relevant senior manager is present to assist the committee.
- 8.9 All members of the Committee will be made aware of the business to be discussed at any meeting, even if they are not able to attend.

## **9. Reporting and Review**

- 9.1 The minutes of the meetings will be approved by the Chair of the Regulation and Standards Committee.
- 9.2 Approved minutes of the Regulation and Standards Committee will be made available on the members' portal.
- 9.3 The Committee will provide the Board with an Annual Report summarising its conclusions from the work it has done during the year.
- 9.4 The Chair of the Regulation and Standards Committee will have the right to bring to the Board's attention any matters of concern.

**10. Meeting schedule and Support to Committee**

- 10.1 The Regulation and Standards Committee will normally meet four times a year. The Chair may convene additional meetings as deemed necessary.
- 10.2 The Board may ask the Committee to convene further meetings to discuss particular issues on which it wants the Committee's advice.

**Terms of Reference agreed by the Board on ##### 2017**



# Gofal Cymdeithasol Cymru Social Care Wales

## Improvement Committee

### DRAFT Terms of Reference

#### 1. What is the Improvement Committee?

- 1.1 The Improvement Committee is a Committee of the Social Care Wales Board. It works within the same governance processes that apply to the Board. The Improvement Committee has been established by the Board as set out in the Model Governance Framework.
- 1.2 The purpose of the Committee is to support and advise the Accounting Officer (Chief Executive) and the Board regarding matters to do with research, development and improvement of social care.
- 1.3 The strategic aims of the committee are to develop the workforce knowledge and skills to protect, empower and support those who need help; provide information for the public, the workforce and other organisations; provide improvement guidance and resources and set priorities for research to get evidence of what works well.
- 1.4 The Committee has been given authority by the Board to make certain decisions, and the terms of reference explains what decisions the Committee can make. However, the Board is still responsible and accountable for all the decisions and actions taken in its name. This means that the Board has the right to change or overturn any decision or action of the Improvement Committee if it feels it goes against Social Care Wales policy or it goes against the Board's interests.
- 1.5 The terms of reference will be formally reviewed annually to make sure that they are up to date.

#### 2. Powers and Responsibilities of the Committee

- 2.1 The standing orders for Social Care Wales sets out how Board and Committee meetings should be run – this includes the Improvement Committee. The Committee will also follow the framework and advice set out in Social Care Wales's Model Governance Framework and Scheme of Delegation, *Managing Welsh Public Money*, which tells us how public bodies in Wales should use their money, and any guidance issued by the Treasury and/or Welsh Government that may be relevant.
- 2.2 The Committee's role is to advise the Board and it is authorised by the Board to investigate any activity within its terms of reference.

- 2.3 The Improvement Committee may also establish and disestablish task and finish groups to consider matters related to its terms of reference if it feels this is necessary to fulfil its responsibilities.
- 2.4 No one other than Board members of the Improvement Committee will have voting rights.
- 2.5 The Improvement Committee may:
- Through the Accounting Officer commission external advisors to provide specialist skills, knowledge and experience.
  - ask any member of staff of the Social Care Wales to attend to assist with its discussions on any particular matter; and
  - ask any or all of those who normally attend but who are not members to withdraw to allow open and frank discussion of particular matters.
- 2.6 The Improvement Committee has the power to request attendance by any member of staff or Board Member to its Committee meetings or working groups in order to answer questions or provide information relating to their roles and accountabilities.

### **3. Responsibilities – the role of the Committee**

- 3.1 The Improvement Committee will provide support, advice and guidance to the Chair, Chief Executive and the Board by reviewing and providing assurances on:
- strategies and policies relating to principles for investment and improvement;
  - strategies and policies relating to principles for investment of national learning and development;
  - the quality assurance of the research, development and improvement programmes;
  - the progress of related programmes against the targets set out in Strategic and Business Plans and matters relating to the performance of the role as Sector Skills Council in Wales;
  - implications of developments in the field of early years and childcare workforce and how these may affect the Board's responsibilities; and
  - the implementation of the Regulation and Inspection of Social Care (Wales) Act 2016 and Social Services and Well-being (Wales) Act 2014.
- 3.2 In terms of effectiveness and impact of our work the Committee will identify areas of Social Care Wales business for effectiveness reviews. The Committee will monitor how Social Care Wales learns from these reviews and how this contributes to improved performance.

### **4. Scope – the business areas of focus**

- 4.1 The Improvement Committee has the following delegated responsibilities:

## **Strategy and Direction**

- Recommend principles for investment of national learning and development
- Recommend principles for sector investment and improvement in Wales
- Provide a steer on qualification frameworks for the social care, social work, early years and childcare workforces
- Consider evidence from the sector to influence workforce development and sector improvement policy in Wales
- Formally receive studies into the economy, efficiency and effectiveness of social care provision in Wales to support service national market stability reports
- Formally set out priorities for research and data / intelligence gathering
- Formally receive the delivery plan of the Sector Skills Council

## **Financial Stewardship**

- Consider and provide a steer to Regulation and Standards Committee on registration fees
- Consider and provide a steer to the Board on funding schemes to support the training of social care and social work
- Monitor budget allocations and spend to deliver research, workforce development and sector improvement activities

## **Appointments and Authorities**

Approve the Terms of Reference, to include delegation of authority, and membership of sub-committees relating to this committee, if necessary.

## **Strategies and Policies**

Approve and monitor:

- Research strategy and its implementation plan;
- Improvement priority implementation plans;
- Priorities for research and data gathering;
- Memoranda of Understanding and Data Sharing Protocols with relevant partners;
- Operational and technical policies relating to research, data management and workforce development;
- Reports and guidance for publication relating to sector improvement;
- Sub-committee terms of reference, membership and minutes.

Consider and provide a steer to the Board on:

- Principles for investment of national learning and development;
- Qualification frameworks for the sector;
- Principles for investment regarding improvement;
- Terms of reference for this committee;
- Relevant performance activity as set out in the Business Plan

## **Miscellaneous**

Undertake any other matters as requested to do so by the Board.

## **5. Review of effectiveness**

- 5.1 The Improvement Committee will periodically review its own effectiveness and report the results of that review to the Board.

## **6. Role and Responsibilities of the Chair and Deputy Chair**

- 6.1 The role of the Chair of the Improvement Committee is an important element in achieving effectiveness. Good practice guidance and training will be provided.

- 6.2 The Chair of the Improvement Committee should:

- facilitate constructive debate to aid decision making
- ensure that minutes are produced for each meeting for information to the Board
- decide whether any additional reports or items should be prepared from the Improvement Committee to the Board and the Accounting Officer on specific issues
- meet any newly appointed members as soon as possible after their appointment to aid their induction
- meet as required with the Accounting Officer and Chair of the Board
- provide a written annual assurance report to the Board on the work programme delivered by the Committee

- 6.3 A deputy Chair will be appointed, in line with the standing orders, to deputise in the absence of the Chair of the Committee.

## **7 Role and Responsibilities of members**

- 7.1 Members of the Improvement Committee are responsible for:

- bringing their experience and knowledge to monitor and review plans, reports and policies
- providing helpful ideas on how the plans, reports and policies will meet the aims of the organisation
- scrutinising the management information relating to the plans, reports and policies
- being open to ideas and work to reach compromises if required
- attending meetings regularly and contributing to work in support of the committee
- considering how the work of the committee can be promoted as part of their ambassadorial role

## **8. Appointment and Membership**

- 8.1 The Chair and the members of the Committee shall be appointed by the Chair of the Board. The Chair of the Improvement Committee will be a member of the Board.



- 8.2 The Committee will include a minimum of four members of the Board with specific and appropriate skills and experience.
- 8.3 The Board may co-opt up to two independent non-board members with relevant professional expertise on to the Committee, if required.
- 8.4 No member of the Improvement Committee may also be a member of staff, or have any executive authority for the management of Social Care Wales.
- 8.5 A quorum of three members will allow for the Committee to carry out its business. Co-opted members will not be counted as part of the quorum.
- 8.6 A member can sit for a maximum of two years on the Committee. This may be extended by the Chair of the Board depending on the composition of the Committee at the time.
- 8.7 The Chair of Social Care Wales is an ex-officio member of all Board Committees and should be regarded as additional to the specified membership.
- 8.8 The Chief Executive in their role as Accounting Officer and the Executive Directors will normally attend the meetings or ensure a relevant senior manager is present to assist the committee.
- 8.9 All members of the Committee will be made aware of the business to be discussed at any meeting, even if they are not able to attend.

## **9. Reporting and Review**

- 9.1 The minutes of the meetings will be approved by the Chair of the Improvement Committee.
- 9.2 Approved minutes of the Improvement Committee will be made available on the members' portal.
- 9.3 The Committee will provide the Board with an Annual Report summarising its conclusions from the work it has done during the year.
- 9.4 The Chair of the Improvement Committee will have the right to bring to the Board's attention any matters of concern.

## **10. Meeting schedule and Support to Committee**

- 10.1 The Improvement Committee will normally meet four times a year. The Chair may convene additional meetings as deemed necessary.
- 10.2 The Board may ask the Committee to convene further meetings to discuss particular issues on which it wants the Committee's advice.

## **Terms of Reference agreed by the Board on ##### 2017**



## Remuneration Committee

### DRAFT Terms of Reference

#### 1. Purpose and Remit

- 1.1 The Remuneration committee's purpose is to provide advice, guidance and recommendations about the well-being of the staff of Social Care Wales and matters relating to the terms and conditions of our staff and the remuneration of Independent Panel members.
- 1.2 The Committee has been established as a committee of the Board to give support and advice on matters such as:
  - Organisation strategies and policies on the recruitment, retention and management of staff
  - staff pay, terms and conditions
  - regulatory panel members' pay, terms and conditions
  - the recruitment of the Chief Executive.
- 1.3 The Committee's aims are to ensure the organisation: adheres to its own policies and values with regard to staff recruitment, management and well-being; adopts best practice as a Welsh Government Sponsored Body employer; and complies with relevant employment legislation.
- 1.4 The Committee has been given authority by the Board to make certain decisions, and the Terms of Reference explains what decisions the Committee can make. However, the Board is still responsible and accountable for all the decisions and actions taken in its name. This means that the Board has the right to change or overturn any decision or action of a committee (or sub-committee) which it feels goes against Social Care Wales policy or which goes against the Board's interests.
- 1.5 The Terms of Reference will be reviewed annually to make sure that they are up to date.

#### 2. Powers and responsibilities of the Committee

- 2.1 The standing orders for Social Care Wales set out how Board and Committee meetings should be run, and the Staff Wellbeing and Pay Committee will also follow those standing orders. It will also follow advice set out in Social Care Wales's Model Governance Framework and Scheme of Delegation, and in *Managing Welsh Public Money*, which tells us how public bodies in Wales should use their money.

### **3. Responsibilities and Scope**

3.1 The Committee has been authorised by the Board to:

- give advice to the Chair on matters relating to the review of pay of the Chief Executive and Directors, and consider the recommendations of the staff annual pay remit in line with Social Care Wales policy
- receive regular management information on key HR and employee engagement data
- receive assurances by officers that our policies on pay and terms of service are used consistently when we make decisions
- give advice to the Board on matters relating to the recruitment of the Chief Executive
- review and approve any amendments to the pay, terms and conditions of regulatory panel members
- review and consider all exit related arrangements, including those under the Voluntary Early Release Scheme
- receive assurances that HR policies and practices are in line with best practice
- receive a transparency report on any relevant appeals as set out in the Grievance, Disciplinary and Harassment policies and/or Complaints policy that requires involvement by members of the Committee
- take on any other activities if asked to do so by the Board.

3.2 So that it can provide assurance to the Board the Committee will receive and comment specifically on matters relating to the terms and conditions of staff to ensure they are in line with the agreed Welsh Government Governance Framework. These include, but are not limited to:

- strategies and policies relating to recruitment, retention and management of staff;
- policies relating to training, development, reward and recognition of staff;
- pay and conditions of service;
- Pay Remits;
- staff benefits and non-pay rewards;
- pensions;
- redundancy, severance and compensation

#### **Authority**

3.3 The Committee has been authorised by the Board to look into any activity within its terms of reference. To do this the Committee will have the right to inspect any relevant documents, through the Chief Executive, of Social Care Wales and will keep staff information confidential. Most information provided by the Chief Executive will be anonymised, unless there is a public interest to disclose personal information.

3.4 Where relevant, the Board also gives the Committee the authority to receive legal or other independent professional advice, via the Chief Executive, in line with the procurement policy.

## **4. Role and responsibilities of the Chair**

4.1 The role of the Chair of the Remuneration Committee is important in making sure the Committee works well and we have provided guidance to help Chairs with this.

4.2 The Chair of the Committee will:

- facilitate constructive debate to aid decision making
- meet with the Accounting Officer (or their representative) to discuss and agree the business for the meeting
- ensure that minutes are produced for each meeting for information to the Board
- decide whether any additional reports or items should be prepared from the Committee to the Board and the Accounting Officer on specific issues
- bring to the Board's attention any significant matters that the Committee is discussing
- ensure that arrangements are in place to escalate any urgent or critical matters that might affect the operation and/or reputation of Social Care Wales
- meet any newly appointed members of the Committee as soon as practicable after their appointment to aid their induction
- meet as required with the Accounting Officer (Chief Executive) and the Chair of the Board
- report to the Board on the work of the Committee as and when required.

## **5. Individual roles and responsibility**

5.1 Members of the Committee are responsible for:

- bringing their experience and knowledge to monitor and review plans, budgets and policies
- providing constructive ideas on how the plans, budgets and policies will meet the aims of the organisation
- carefully monitor management information relating to the plans, budgets and policies
- being open to ideas and work to reach compromises if required
- attending meetings regularly and contributing to work in support of the committee

## **6. Appointment and Membership**

6.1 The Committee will be made up of at least four members of the Board of Social Care Wales.

6.2 The members should be independent of Executive Management and free from any business or any relationship that could materially interfere with the exercise of their independent judgement.

6.3 The Chief Executive, Director of Corporate Services and Strategy and HR and Wellbeing Manager will normally attend meetings. The Chair can ask officers to leave the meeting at any time if necessary.

- 6.4 The Board can also appoint to the Committee additional people with relevant professional expertise as necessary or to provide independence. Membership to the Committee will be agreed by the Chair of the Board.
- 6.5 A minimum of three members of the Committee must attend a meeting to allow the Committee to conduct its business.
- 6.6 The Chair of the Board will act as Chair of the Committee. A deputy chair will be appointed, in line with the standing orders, to deputise in the absence of the Chair of the Committee.
- 6.7 All members of the Committee will be made aware of the business to be discussed at any meeting, even if they are not able to attend.

## **7. Reporting and Review**

- 7.1 The minutes of the meeting will be approved by the Chair of the Committee.
- 7.2 The approved minutes of the meeting will be issued to Board members following Committee meetings through the members' portal.

## **8. Meeting schedule and support to the Committee**

- 8.1 The Committee will meet at least once in every year to consider, if relevant, the annual review of the remuneration of staff, including the Chief Executive and Directors and Regulatory Panel members, any policies that need to be updated and a HR assurance report.
- 8.2 The Committee can hold additional meetings to consider other matters within its Terms of Reference, if deemed necessary.

**Revised Terms of Reference agreed by the Board on ##### 2017**