

## PEOPLE AND CULTURE COMMITTEE

### TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2025/26

#### 1. INTRODUCTION

- 1.1. The Trust's Standing Orders provide that *"The board may and, where directed by the Welsh Government must, appoint Committees of the Trust either to undertake specific functions on the board's behalf or to provide advice and assurance to the board in the exercise of its functions. The board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees"*.
- 1.2. In line with Standing Orders, the board shall nominate annually a committee to be known as the People and Culture Committee. The detailed terms of reference and operating arrangements set by the board in respect of this committee are set out below.
- 1.3. The committee plays an important role in supporting the Board in fulfilling its responsibilities by:
  - providing advice on strategic development and performance within the terms of reference;
  - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
  - carrying out specific responsibilities on the board's behalf; and
  - providing a forum where ideas can be explored in greater detail than board meetings are able to allow, providing time and space to consider issues in greater depth.

Regular and timely reporting and escalations to the board on the issues within the committee's remit allow for more focused discussions.

## 2. PURPOSE

- 2.1. The purpose of the People and Culture Committee ('the committee') is to enable scrutiny and review of the Trust's arrangements for all matters pertaining to its workforce, both paid and volunteer, and organisational culture and behaviour to a level of depth and detail not possible in Board meetings. The Committee will provide assurance to the Board of the Trust's leadership arrangements; behaviours and culture; training, education and development; equality, diversity and inclusion; health, safety and welfare; people and culture related partnerships and engagement; the Welsh Ambulance Services Partnership Team (advisory group); and Welsh Language, in accordance with its stated objectives and the requirements and standards determined by the Welsh Government, the NHS in Wales and other regulatory bodies.
- 2.2. The Committee will provide evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to all matters relating to staff and staffing of the Trust.
- 2.3. The committee shall, in carrying out its functions and responsibilities, consider how their decisions secure an improvement in the quality of health services (the duty of quality) as outlined in The Health and Social Care (Quality and Engagement) (Wales) Act 2020. This includes but is not limited to ensuring the provision of high-quality, safe, and effective healthcare services that meet the needs of patients, service users, and their families.
- 2.4. The committee shall demonstrate the duty of quality through its own operating arrangements, ensuring that its processes, procedures, and decision-making mechanisms uphold the highest standards of transparency, accountability, and governance. It shall regularly review and refine its operating procedures to align with best practices and legal requirements, fostering an environment of continuous improvement. Furthermore, the committee shall monitor, assess, and report on the implementation of Health and Care Quality Standards, outcomes, and performance indicators where relevant within their remit.
- 2.5. In alignment with the Wellbeing of Future Generations (Wales) Act 2015, this committee will adopt a long-term perspective in its deliberations and decisions. The committee will consider the broader implications of its actions,

particularly in relation to the three wellbeing objectives established by the trust in order to contribute positively to the wellbeing of future generations. These objectives are: 1) being a socially responsible and inclusive employer, 2) fostering an innovative and sustainable organization, and 3) ensuring we are a proactive, accessible, and equitable care provider.

### **3. DELEGATED RESPONSIBILITY**

The Committee will, in respect of its role in providing advice and assurance to the Board:

#### **Strategic Development and Delivery**

- 3.1. Oversee and contribute to the development of the Trust's strategies and plans as they relate to people and culture and ensure they are aligned to the 2030 Delivering Excellence Long Term Plan.
- 3.2. Receive assurance on the implementation of strategies and plans within the remit of the committee, with a particular focus on the impact of desired outcomes in those strategies and plans.
- 3.3. Receive and consider projects of major strategic organisational change where there is a significant impact on our people's health and wellbeing, and cultural change.

#### **Culture**

- 3.4. Receive assurance that the Trust's behaviours are embedded, ensuring a continued journey of positive culture change.
- 3.5. Consider the experience of our people, including volunteers, and seek assurance of the effectiveness of mechanisms used for measuring, and for hearing and acting upon their experiences.
- 3.6. Receive assurance that there is a robust plan in place for the health and wellbeing of our people and monitor the effectiveness of arrangements in place to support and protect the mental, physical, and financial wellbeing of staff.
- 3.7. Receive assurance that Trust management and Trade Union Partners continue to develop and build a shared understanding and common purpose through formal and informal consultative partnership working to ensure the efficiency

and success of the Trust for the benefit of all. Review any partnership agreements with Trade Union Partners.

- 3.8. With respect to equality, diversity and inclusion the committee will:
- (a) Oversee and contribute to the development of the Trust's equality, diversity and inclusion plan
  - (b) Receive assurance on its implementation and desired outcomes
  - (c) champion and support the plan and the work of the equality, diversity, and inclusion networks
  - (d) Receive assurance that there are effective arrangements are in place to meet the Welsh Language Standards and that the culture of Wales and the Welsh language is promoted within the Trust.
- 3.9. With respect to speaking up safely the committee will:
- (a) Receive assurance that arrangements are in place to allow staff to raise concerns in confidence
  - (b) Ensure that those processes allow any such concerns to be investigated proportionately and independently
  - (c) Receive assurance that the learning from such concerns is considered and applied.
- 3.10. Receive assurance that the Trust has in place appropriate policies and procedures for its people and approve people and culture policies.

### **Capacity**

- 3.11. Receive assurance on the development and implementation of the Trust's recruitment and retention plans, including those for volunteers.
- 3.12. Receive assurance that workforce and resourcing plans are fit for purpose and ensures the right resources and skills mix in the right place at the right time (both clinical and non-clinical)

### **Capability**

- 3.13. Ensure that the Trust has comprehensive leadership development and succession planning programmes in place to support leaders at all levels of the organisation and which is designed to reinforce the culture the Trust is

seeking to achieve.

- 3.14. Receive and endorse the commissioning intentions for training and education through HEIW and others
- 3.15. Receive assurance that professional standards of registration and revalidation are maintained.
- 3.16. Advise the board on a set of key performance indicators (KPIs) for the responsibilities in its remit and monitor performance. These KPIs may include but not be limited to sickness absence, performance appraisal reviews, statutory and mandatory training, incidents of violence and aggression, disciplinaries and suspensions, turnover and recruitment; enabling deep dives to take place into specific areas of concern.
- 3.17. Ensure the Trust is discharging its statutory responsibilities, including but not limited to health and safety; equality, diversity, and inclusion; relevant Health and Care Quality Standards requirements; and that professional standards of registration and revalidation are maintained.

### **Risk and Audit**

- 3.18. oversee the effective management of strategic and principal risks, as set out within the Board Assurance Framework (BAF), as appropriate to the purpose of the committee.
- 3.19. Receive and gain assurance from internal and external audits in their remit. The committee will receive assurance that management actions to address recommendations are in place via the audit tracker and receive appropriate reporting as agreed by the Audit, Risk and Assurance Committee. This committee will, where appropriate, scrutinise the impact of actions in response to audit recommendations.

## **4. AUTHORITY**

- 4.1. The committee is authorised by the Trust Board to investigate, or have investigated, any activity within its terms of reference. In doing so, it will have the right to seek any information it requires from any employee or inspect any

books, records, or documents relevant to its remit, ensuring patient/client and staff confidentiality as appropriate. All employees are directed to cooperate with any reasonable request made by the committee.

- 4.2. The committee is authorised by the board to obtain outside legal advice or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Trust's procurement, budgetary and other requirements.
- 4.3. The committee is authorised to approve Trust wide policies in accordance with the policy for the Review, Development and Approval of Policies.

### **Chair's Action**

- 4.4. There may, occasionally, be circumstances where decisions which would normally be made by the committee need to be taken between scheduled meetings, and it is not practicable to call a meeting of the committee. This is most likely, but not exclusively, to arise with respect to approval of policies particularly given the current backlog.
- 4.5. In these circumstances, the Chair and the Lead Executive, supported by the Director of Corporate Governance/Board Secretary as appropriate, may deal with the matter on behalf of the Committee after first consulting with at least two other Members (Non-Executive Directors).
- 4.6. The Director of Corporate Governance/Board Secretary must ensure that any such action is formally recorded and reported to the next meeting of the Committee for consideration and ratification.

### **Sub-Committees**

- 4.7. The Committee may establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business. Formal sub-committees may only be established with the agreement of the board.
- 4.8. The Welsh Ambulance Services Partnership Team (WASPT) is an advisory group of the Board and was re-constituted in November 2022 following the pandemic. The Board has agreed that WASPT is a sub-committee of this Committee and as such reports regularly by way of a AAA highlight report. Similarly, issues raised are reported, and where necessary escalated, to the Board by way of this Committee's AAA highlight report.

## 5. MEMBERSHIP AND QUORUM

- 5.1. The Trust's Standing Orders at 3.3.5 and 3.3.6 provide the rules around committee membership. That includes that the designation of Chair, definition of member roles and powers and terms and conditions of appointment are determined by the board, based on the recommendation of the Trust Chair. Executive Directors and other Trust officers cannot be appointed as committee Chairs, nor should they be appointed to serve as 'members' on any Committee set up to review the exercise of functions delegated to them. They may however be 'in attendance' as appropriate.
- 5.2. The application of these provisions means that the designation of 'members' in NHS Wales committees is applied to Non-Executive Directors. This ensures there is independent scrutiny, support and challenge, and is a relevant for quorum (see below) and – where it is required – for voting
- 5.3. Notwithstanding the above, the 'members' and 'prescribed attendees' listed below are often referred to collectively as members or membership

### **Committee Membership**

- 5.4. The committee will comprise four Non-Executive Directors, one of whom will be designated as Chair, and the following prescribed attendees:
  - Director of People (Joint Executive Lead)
  - Director of Cultural Change (Joint Executive Lead)
  - Executive Director of Finance and Corporate Resources
  - Executive Director of Operations
  - Director of Partnerships and Engagement
  - Executive Director of Paramedicine
  - Deputy Director of Nursing, Quality and Governance
  - Assistant Director of Planning and Transformation
  - Freedom to Speak Up Guardian
  - Trade Union Partners (x4)
  - Chairs of Sub-Committees (or their nominee)
  - Director of Corporate Governance/Board Secretary



- 5.5. In the absence of the committee Chair, one of those in attendance must be designated as Chair of the meeting.
- 5.6. Members may send deputies in their absence who will act with their full authority. To instigate a substitution arrangement, the member of the Committee must notify the Director of Corporate Governance/Board Secretary before the day of the meeting that he/she is unable to attend and the name of the member who will attend as the substitute.
- 5.7. The Chair of the Trust Board and the Chief Executive have a standing invitation to attend meetings. In addition, the Committee Chair may invite others (either Trust staff or persons outside the Trust) to attend all or part of the meeting to assist with its discussions on any particular matter. The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge, and expertise

### **Quorum**

- 5.8. The quorum for meetings of the committee shall be two Non-Executive Directors.
- 5.9. While only two Non-Executive Directors are required for quorum, it is strongly recommended that all three Non-Executive Director members be present at each meeting to ensure robust discussion and effective oversight. The presence of all Non-Executive Directors is crucial for fostering diverse perspectives and maintaining rigorous challenge and scrutiny. Therefore, other Non-Executive Directors of the board may be co-opted to meetings where it is not possible for all three Non-Executive Directors to attend

### **Member Appointments**

- 5.10. The membership of the Committee shall be determined by the board, based on the recommendation of the Trust Chair, taking account of 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.
- 5.11. Non-Executive Directors shall be appointed to hold office for a period of one year at a time, (membership being reviewed by the Chairman of the board on an annual basis) up to a maximum of their term of office. During this time a member may resign or be removed by the board.



- 5.12. Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the board, based upon the recommendation of the Trust Chair and, where appropriate, on the basis of advice from the Trust's Remuneration Committee.

## **6. COMMITTEE MEETINGS**

### **Secretariat and Support to Committee Members**

- 6.1. The Director of Corporate Governance/Board Secretary, on behalf of the Committee Chair, shall:
- (a) arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
  - (b) ensure the provision of a programme of organisational development for committee members, as part of the Trust's overall board development programme.

### **Frequency of Meetings**

- 6.2. Meetings shall be held no less than quarterly or otherwise as the Chair of the Committee deems necessary, consistent with the Trust's annual plan of board Business. Meeting agendas, papers and minutes shall be circulated no less seven days prior to each meeting.

### **Withdrawal of individuals in attendance**

- 6.3. The Committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of any particular matter.

## **7. RELATIONSHIPS AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/GROUPS**

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

- 7.2. The Committee, through its Chair and members, shall work closely with the board's other committees and groups to provide advice and assurance to the board through the:
- (a) joint planning and co-ordination of board and Committee business; and
  - (b) sharing of appropriate information;
- in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the board's overall assurance framework.
- 7.3. The Committee will consider the assurance provided through the work of the board's other committees and sub-groups to meet its responsibilities for advising the board on the adequacy of the Trust's overall framework of assurance.
- 7.4. The Committee shall embed the Trust's corporate standards, priorities and requirements, e.g. equality and human rights through the conduct of its business.

## **8. REPORTING AND ASSURANCE ARRANGEMENTS**

- 8.1. The Committee Chair shall:
- (a) report formally, regularly and on a timely basis to the board and the Chief Executive (Accountable Officer) on the Committee's activities. This includes a written highlight report, the submission of Committee minutes and written reports where appropriate throughout the year;
  - (b) bring to the board and the Chief Executive (Accountable Officer's) specific attention any significant matter under consideration by the Committee; and
  - (c) ensure appropriate escalation arrangements are in place to alert the Trust Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Trust.
- 8.2. 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.

## **9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

9.1. The requirements for the conduct of business as set out in the Trust's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum (as set out in section 6)

## **10. REVIEW**

10.1. These terms of reference and operating arrangements shall be reviewed at least annually but more frequently if required.