



# DIGITAL HEALTH AND CARE WALES ANNUAL REPORT OF THE REMUNERATION & TERMS OF SERVICE COMMITTEE

Agenda Item	2.5
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Name of Meeting	Remuneration and Terms of Service Committee
Date of Meeting	13 March 2025

Public or Private	Private
IF PRIVATE: please indicate reason	Draft Status - Final Version will be Public

Executive Sponsor	Chris Darling, Director of Corporate Affairs   Board Secretary
Prepared By	Laura Tolley, Head of Corporate Governance   Deputy Board Secretary
Presented By	Chris Darling, Director of Corporate Affairs   Board Secretary

Purpose of the Report	For Endorsement
Recommendation	The Committee is being asked to
<b>ENDORSE</b> the Annual Report of the Remuneration and Terms of Service Committee 2024/25 for <b>APPROVAL</b> to the SHA Board.	



# 1 IMPACT ASSESSMENT

<b>STRATEGIC MISSION</b>	All missions apply
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<b>CORPORATE RISK</b> (ref if appropriate)	N/A
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<b>QUALITY IMPACT ASSESSMENT</b> (ref if appropriate)	
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<b><u>WELL-BEING OF FUTURE GENERATIONS ACT</u></b>	A Globally Responsible Wales
If more than one standard applies, please list below:	

<b><u>DHCW QUALITY STANDARDS</u></b>	N/A
If more than one standard applies, please list below:	

<b><u>DUTY OF QUALITY ENABLER</u></b>	N/A
<b><u>DOMAIN OF QUALITY</u></b>	N/A
If more than one enabler / domain applies, please list below:	

<b><u>EQUALITY IMPACT ASSESSMENT STATEMENT</u></b>	Date of submission: N/A
Choose an item.	Outcome: N/A
Statement: N/A	

<b>IMPACT ASSESSMENT</b>	
<b>QUALITY AND SAFETY IMPLICATIONS/IMPACT</b>	No, there are no specific quality and safety implications related to the activity outlined in this report.
<b>LEGAL IMPLICATIONS/IMPACT</b>	No, there are no specific legal implications related to the activity outlined in this report.
<b>FINANCIAL IMPLICATION/IMPACT</b>	No, there are no specific financial implications related to the activity outlined in this report
<b>WORKFORCE IMPLICATION/IMPACT</b>	No, there is no direct impact on resources as a result of the activity outlined in this report.



<b>SOCIO ECONOMIC</b> IMPLICATION/IMPACT	No, there are no specific socio-economic implications related to the activity outlined in this report.
<b>RESEARCH AND INNOVATION</b> IMPLICATION/IMPACT	No, there are no specific research and innovation implications relating to the activity outlined within this report.

## 2 APPROVAL / SCRUTINY ROUTE

Person / Committee / Group who have received or considered this paper prior to this meeting		
PERSON, COMMITTEE OR GROUP	DATE	OUTCOME
Chris Darling, Director of Corporate Affairs   Board Secretary	March 2025	Approved

Acronyms			
DHCW	Digital Health and Care Wales	SHA	Special Health Authority



### 3 SITUATION / BACKGROUND

3.1 In accordance with best practice and good governance, the Remuneration and Terms of Service Committee produces an Annual Report to the SHA Board which sets out how the Committee has met its Terms of Reference during the financial year.

3.2 The Remuneration and Terms of Service Committee is held in private, due to the sensitive nature of discussions, however, a Committee Highlight Report is presented at the SHA Public Board meeting for noting,

3.3 Remuneration and Terms of Service Committee Membership

3.3.1 The Committee was appointed by the Board from amongst the Non-Officer Members of the Health Authority and consists of not less than 3 members, comprising:

**Chair:** SHA Chair or Vice Chair

**Members:** Independent Members x 2

**Other usual expected attendees:**

Director of Corporate Affairs | Board Secretary

At least three members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Committee Vice Chair.

## 4 SPECIFIC MATTERS FOR CONSIDERATION BY THIS MEETING (ASSESSMENT)

4.1 The Committee met three times during the period 1 April 2024 and 31 March 2025. This is in line with its Terms of Reference.

4.2 The Committee achieved an attendance rate of 90.5% from Committee members (80% is considered to be an acceptable attendance rate) during the period 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2024 as set out below:-

	18.07.2025	08.10.2025	13.03.2025	Attendance
Simon Jones (Chair)	✓	✓	✓	100%
Ruth Glazzard (Vice Chair)	X	✓	✓	67%
David Selway	✓	✓	✓	100%
Marilyn Bryan- Jones	✓	✓	TBC	67% / 100% TBC
Rowan Gardner	X	X	✓	33%
Alistair Klaas Neill	✓	X	TBC	67% / 100% TBC
Marian Wyn Jones	✓	✓	✓	100%
Total	71%	71%	71% / 100% TBC	76%

4.3 During the financial year 2024/25 the Remuneration and Terms of Service Committee reviewed the following key items at its meetings:

### Terms of Reference

The Terms of Reference were reviewed and approved by the Committee during the meeting in March 2025.

### Annual Cycle of Business

As a formal Committee of the SHA Board, an annual cycle of business was developed for 2025-26 and approved in March 2025.

### Annual Committee Effectiveness Survey

Members were requested to provide their views on the effectiveness of the Committee, the results of which were reported to the March 2025 meeting and outlined an overall positive response.

### Executive team PADR and Objectives

Members discussed and reviewed the Executive team PADR and Objectives.

### Redundancy Payment

Members discussed and approved a redundancy payment.

### People & Organisational Development

Members received an update on People & Organisational Development matters.



## 5 KEY RISKS / MATTERS FOR ESCALATION TO BOARD / COMMITTEE

5.1 The Remuneration and Terms of Service Committee is of the opinion that the draft Committee Annual Report 2024/25 is consistent with its role as set out within the Terms of Reference and that there are no key risks / matters for escalation to the Board / Committee.

## 6 RECOMMENDATION

Recommendation

The Committee is being asked to

**ENDORSE** the Annual Report of the Remuneration and Terms of Service Committee 2024/25 for **APPROVAL** to the SHA Board.