

DIGITAL HEALTH AND CARE WALES

ANNUAL REPORT OF THE REMUNERATION AND TERMS OF SERVICE COMMITTEE 2022/23

Agenda Item	2.6iii
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Name of Meeting	SHA Board
Date of Meeting	30 March 2023

Public or Private	Public
IF PRIVATE: please indicate reason	N/A

Executive Sponsor	Chris Darling, Board Secretary
Prepared By	Laura Tolley, Corporate Governance Manager
Presented By	Chris Darling, Board Secretary

Purpose of the Report	For Approval
Recommendation	
SHA Board is being asked to: APPROVE the Annual Report of the Remuneration and Terms of Service Committee 2022/23	

1 IMPACT ASSESSMENT

<u>STRATEGIC OBJECTIVE</u>	Development of the new Digital Organisation
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CORPORATE RISK (ref if appropriate)	N/A
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<u>WELL-BEING OF FUTURE GENERATIONS ACT</u>	A Globally Responsible Wales
If more than one standard applies, please list below:	

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

<u>HEALTH CARE STANDARD</u>	Governance, leadership and accountability
If more than one standard applies, please list below:	

<u>EQUALITY IMPACT ASSESSMENT STATEMENT</u>	Date of submission: N/A
Choose an item.	Outcome: N/A
Statement: Not applicable	

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

RESEARCH AND INNOVATION IMPLICATION/IMPACT	No, there are no specific research and innovation implications relating to the activity outlined within this report.

Acronyms			
DHCW	Digital Health and Care Wales	SHA	Special Health Authority
LPF	Local Partnership Forum		

2 SITUATION/BACKGROUND

- 2.1 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.
- 2.2 The meeting is conducted 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 SPECIFIC MATTERS FOR CONSIDERATION BY THIS MEETING (ASSESSMENT)

- 3.1 Purpose of the Remuneration and Terms of Service Committee is to:
 - Approve on behalf of the Board matters relating to the appointment, termination, remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government in accordance with the scheme of delegation. This may relate to terms of service upon appointment or during service.
 - Approve proposals regarding termination arrangements, including those under the Voluntary Early Release Scheme, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.
 - Provide assurance to the Board in relation to the Special Health Authority'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.
- 3.2 Membership

3.2.1 The Committee was appointed by the SHA Board from amongst the non-officer members of the SHA and consists of no less than 3 members, comprising:

Chair: SHA Chair or Vice Chair

Members: Independent Member x 2

3.3. Quorum

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

3.4 Meetings and Attendance

The Committee met five times during the period 1 April 2022 to 31 March 2023. The Remuneration and Terms of Service Committee attendance can be seen below.

	19.05.2022	21.07.2022	08.09.2022	10.11.2022	19.01.2023	Attendance
Simon Jones (Chair)	✓	✓	✓	✓	✓	100%
Ruth Glazzard (Vice Chair)	✓	✓	✓	✓	✓	100%
David Selway	✓	✓	✓	✓	✓	100%
Rowan Gardner	X	✓	✓	✓	✓	80%
Grace Quantock Resigned from DHCW June 2022	✓	X	X	X	X	100%
Marian Wyn Jones	X	✓	✓	✓	✓	100%
Marilyn Bryan Jones (Joined September 2022)	X	X	X	✓	✓	100%
Alistair Klaas	X	X	X	X	✓	50%

Neill (Joined August 2022)						
Total	100%	100%	90%	90%	100%	100%

3.5 Remuneration and Terms of Service Committee Agenda Items

Terms of Reference

The Terms of Reference were reviewed and approved by the Committee during the meeting in January 2023.

Annual Cycle of Business

As a formal advisory group to the SHA Board, an annual cycle of business was developed for 2023-24 and approved in January 2023. In addition, the Committee review the forward workplan at each meeting.

Executive Team Appointments

Members ratified the appointments of the Interim Executive Director of Operations (on two separate occasions), Director of Primary, Community and Mental Health Digital Services and Executive Director of Operations and approved their remuneration and terms of service during the period

Associate Board Member Trade Union Tenure Extension

The Committee approved the tenure extension of the Associate Board Member, Trade Union till 31 July 2025.

Executive Team PADR and Objectives

Members discussed and reviewed the Executive team PADR and Objectives.

DHCW Leavers Data

The Committee reviewed and discussed DHCW Leavers Data from April 2021 to July 2022, which included reasons for leaving.

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 January 2022 Committee meeting and outlined an overall positive response.

4 KEY RISKS/MATTERS FOR ESCALATION TO BOARD/COMMITTEE

4.1 The Remuneration and Terms of Service Committee is of the opinion that the draft Annual Report 2022/23 is consistent with its role as set out within the Terms of Reference

5 RECOMMENDATION

- 5.1 The SHA Board is asked to:
APPROVE the Annual Report of the Remuneration and Terms of Service Committee 2022/23.

6 APPROVAL / SCRUTINY ROUTE

Person / Committee / Group who have received or considered this paper prior to this meeting		
PERSON, COMMITTEE OR GROUP	DATE	OUTCOME
Remuneration and ToS Committee	19.01.2023	Approved
Management Board	February 2023	Noted