

Velindre University NHS Trust
Consolidated Committee Terms of Reference

July 2026

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People, Culture and Engagement Committee

Terms of Reference

1. INTRODUCTION

In line with the Standing Orders and Scheme of Delegation, the Board shall annually establish a Committee to be known as the People, Culture and Engagement Committee (the Committee or PCEC).

The Committee will undertake its responsibilities in a manner aligned to the Trust's vision of Excellent Care, Inspirational Learning and Healthier People, together with the Trust's values and associated behaviours of being Caring, Respectful and Accountable. In doing so, the Committee will promote a culture of excellence, openness, inclusion, continuous improvement, and collective leadership.

The purpose and responsibilities of the Committee are set out in Sections 2 and 3. Common operating arrangements applicable across all board committees are set out in Appendix 1.

2. PURPOSE

The purpose of the People, Culture and Engagement Committee (PCEC) is to support the Board by providing strategic oversight and assurance in relation to the Trust's people agenda, organisational culture, engagement, leadership, and organisational development.

The Committee will provide assurance that effective strategies, systems and organisational arrangements are in place to enable a compassionate, inclusive and high performing organisation that reflects the Trust's values and behaviours, engages effectively with staff and stakeholders, and supports the delivery of safe, high quality and person-centred services. The Committee will also ensure that strategic and operational workforce, culture and engagement priorities support delivery of the Trust's objectives, the quality and safety of healthcare, and a positive working environment.

In doing so, the Committee will oversee delivery of relevant strategic priorities, enabling strategies and associated elements of the Integrated Medium-Term Plan (IMTP), providing assurance that these are implemented effectively and deliver the intended organisational outcomes. The Committee will maintain oversight of workforce, culture and engagement performance, risks, portfolio activity and planning arrangements within its remit, ensuring that significant issues, risks, opportunities and interdependencies are identified, monitored and escalated appropriately.

The Committee will not manage operational delivery or assume executive responsibility for services.

In forming its judgement, the Committee will consider whether assurance is reliable, complete, timely and demonstrates impact on outcomes, risk reduction or improvement.

3. SPECIFIC DUTIES / RESPONSIBILITIES

3.1. Workforce strategy, planning, and sustainability

The Committee will:

- Oversee the development and implementation of workforce strategy and provide assurance that workforce priorities and plans support delivery of organisational priorities, the IMTP and service requirements.
- Oversee workforce sustainability, capability, and capacity across the organisation, ensuring the Trust is appropriately positioned to meet current and future service requirements.
- Oversee workforce intelligence, horizon scanning and strategic workforce insight to identify emerging workforce risks, opportunities and external developments that may impact delivery of the Trust's strategic objectives, IMTP priorities and long-term ambitions, informing future workforce priorities and strategic workforce planning.
- Oversee the development of an integrated workforce performance dashboard to inform Board oversight, planning and decision-making.
- Receive assurance on workforce related delivery risks and the implementation and outcomes of relevant Portfolio initiatives.
- Consider workforce implications arising from service transformation, strategic programmes, and organisational change.
- Maintain oversight of workforce supply, recruitment, retention, vacancy management, succession, and workforce productivity and workforce performance.
- Oversee arrangements to ensure the Trust's values and associated behaviours are embedded and consistently demonstrated in practice across leadership, culture, workforce experience, and organisational delivery.

3.2. Culture and organisational experience

The Committee will:

- Provide oversight of organisational culture and seek assurance that the Trust promotes behaviours, leadership practices and ways of working that are consistent with its values and support a compassionate, inclusive, and high performing organisational culture.
- Oversee arrangements to support a compassionate, inclusive, and psychologically safe environment for staff.

- Receive assurance regarding staff wellbeing, experience, and engagement.
- Review organisational insight and thematic intelligence including staff stories, staff survey findings, engagement feedback, speaking up intelligence, workforce equality indicators, wellbeing measures, and workforce experience information.
- Seek assurance that learning arising from feedback and engagement activity is acted upon and embedded.
- Maintain oversight of Speaking Up Safely arrangements and psychological safety.
- Seek assurance that bullying, harassment, discrimination, and unacceptable behaviours are identified and addressed appropriately.

3.3. Engagement, Communications and Community Involvement

The Committee will:

- Provide strategic oversight of the Trust's approach to engagement and communications with external stakeholders and staff, ensuring that arrangements support openness, transparency, and effective dialogue with all stakeholders.
- Seek assurance that staff and external stakeholder communications and engagement activity is aligned to the Trust's strategic vision, objectives, values, organisational priorities, and organisational narrative.
- Seek assurance that communications activity supports a coherent organisational narrative and promotes understanding of the Trust's purpose, priorities and contribution across services and stakeholders.
- Seek assurance that all engagement and communications activity support delivery of the Trust's stakeholder strategy and contributes to organisational learning, improvement, and achievement of the Trust's organisational objectives.
- Monitor the effectiveness of staff and external stakeholder engagement and communications strategies, plans and delivery mechanisms, including how insight and feedback are captured, analysed, acted upon, and communicated back to stakeholders.
- Seek assurance that the Trust maintains constructive relationships with key external stakeholders, partners, and staff and that engagement activity supports trust, confidence, and collaboration.
- Receive assurance that engagement and communications activity reflect relevant statutory duties and organisational commitments, including equality, Welsh language, involvement, and social partnership requirements where applicable.

3.4. Leadership, learning, and organisational development

The Committee will:

- Oversee arrangements to strengthen leadership capability and organisational effectiveness.
- Seek assurance regarding leadership development, talent management, and succession planning.
- Maintain oversight of organisational development priorities and programmes.
- Monitor arrangements relating to education, learning, professional development, and continuous improvement.
- Seek assurance regarding statutory and mandatory training arrangements.
- Maintain oversight of appraisal, professional registration, and revalidation arrangements.
- Seek assurance that the Trust supports a culture of continuous learning and improvement.

3.5. Equity, equality, diversity, and inclusion

The Committee will:

- Provide strategic oversight of equity, equality, diversity, inclusion, and human rights, helping shape the Trust's ambitions and priorities in these areas and ensuring these principles are embedded within its culture, leadership, engagement and organisational priorities.
- Review and monitor progress against relevant equality objectives, standards, and associated improvement plans, seeking assurance that actions are delivering meaningful and measurable outcomes and improvements.
- Seek assurance that inclusive leadership and equitable workforce practices are embedded across the organisation, supporting a culture in which people feel valued, respected, and able to contribute.
- Review workforce equality information, lived experience, staff feedback and other relevant intelligence to identify disparities, barriers, and opportunities for improvement.

3.6. Workforce governance, partnerships, and employee relations.

The Committee will:

- Provide oversight of workforce governance arrangements and professional standards.
- Seek assurance regarding compliance with workforce policies, professional obligations, and safeguarding responsibilities.

- Maintain oversight of arrangements relating to professional conduct, registration, and associated workforce governance requirements.
- Oversee strategic workforce partnerships with education providers, external organisations, and system partners in support of workforce sustainability, workforce development, and organisational capability.
- Seek assurance that workforce governance arrangements support safe, effective and high-quality services.
- Oversee employee relations arrangements, including partnership working with Trade Unions, collective engagement mechanisms, and approaches to promoting constructive employment relations and effective resolution of workforce matters.

4. MEMBERSHIP

The Committee shall comprise:

- A minimum of three Independent Members of the Board, including:
 - One Independent Member appointed as Chair
 - One Independent Member appointed as Vice Chair
- The three Independent Members must include a member of the Quality, Safety and Experience Committee, and the Performance and Finance Committee to ensure consideration of interdependencies.

5. ATTENDANCE

- Attendance by the Executive Director of Organisational Development and Workforce is mandatory, and their Deputy should attend in exceptional circumstances such as annual leave, sickness, or other leave.
- In addition, as a minimum there must be two other Executive Directors in attendance from the following:
 - Executive Director of Nursing, Allied Health Professionals and Health Science
 - Executive Medical Director
 - Executive Director of Finance
 - Chief Operating Officer
 - Director of Corporate Governance
 - Assistant Director of Communications and Engagement
- It is expected that the Director of Strategy, Planning and Performance; and Director of Place, Portfolio and Partnerships will attend additional parts of the meeting to support any analysis relating to IMTPs or Portfolios, respectively.
- Additional attendees may attend meetings, in full or in part, as required to support the effective conduct of business and consideration of agenda items. Additional attendees may include other Executive Directors, subject matter

leads, representatives from Cancer and Blood Services, Employee Relations representatives, and other Trust staff or external advisers as required by the Chair.

- Trade Union representatives will be invited to attend a minimum of two Committee meetings each year to support partnership working and provide workforce insight and engagement.

6. FREQUENCY

- Meetings will be held bi-monthly.
- Additional meetings may be convened by the Chair where urgent workforce, culture or organisational concerns require consideration.

Quality, Safety and Experience Committee

Terms of Reference

1. INTRODUCTION

In line with the Standing Orders and Scheme of Delegation, the Board shall annually establish a Committee to be known as the Quality, Safety and Experience Committee (the Committee or QSEC).

The Committee will undertake its responsibilities in a manner aligned to the Trust's vision of Excellent Care, Inspirational Learning and Healthier People, together with the Trust's values and associated behaviours of being Caring, Respectful and Accountable. In doing so, the Committee will promote a culture of quality, safety, continuous improvement, learning and person-centred care.

The purpose and responsibilities of the Committee are set out in Sections 2 and 3. Common operating arrangements applicable across all board committees are set out in Appendix 1.

2. PURPOSE

The purpose of the Quality, Safety and Experience Committee (QSEC) is to support the Board by providing strategic oversight and assurance in relation to quality, safety, clinical effectiveness, patient, donor and service user experience, quality governance and continuous improvement across the Trust.

The Committee will provide evidence-based assurance that effective leadership, systems, processes, controls and governance arrangements are in place and operating effectively to support the delivery of safe, person-centred services, compliance with quality standards, continuous improvement, organisational learning and reduction of unwarranted variation.

In doing so, the Committee will oversee delivery of relevant quality priorities and associated elements of the Integrated Medium-Term Plan (IMTP), providing assurance that risks, concerns, learning and opportunities relating to quality, safety, experience and clinical outcomes are appropriately identified, monitored and addressed.

3. SPECIFIC DUTIES / RESPONSIBILITIES

3.1 Quality Strategy, Governance and Improvement

The Committee will apply a structured assurance framework, and will:

- Seek assurance that quality governance arrangements support effective oversight, escalation and organisational learning.

- Undertake triangulation of quantitative, qualitative and intelligence-based information across domains such as patient, donor and service user safety, workforce, culture and professional standards to support high quality care, and compliance with statutory requirements.
- Seek assurance that quality priorities, quality plans and delivery arrangements support organisational objectives, the IMTP and service requirements.
- Consider the quality implications of major service changes, pathway redesign, transformation programmes and organisational change.
- Seek assurance that robust quality impact assessment arrangements are in place for service redesign, transformation programmes, operational change and IMTP delivery.
- Maintain oversight of the Trust's Quality Management System and quality improvement arrangements.
- Review progress against quality priorities, improvement programmes and the Annual Quality Statement.
- Seek assurance that the Trust promotes a culture of continuous learning, improvement, openness and safety.
- Seek assurance that the Trust complies with the Duty of Quality and organisational quality governance requirements.

3.2 Patient, Donor and Service User Safety

The Committee will:

- Oversee arrangements to support patient, donor and service user safety and safeguarding.
- Seek assurance regarding compliance with patient, donor and service user safety requirements, Putting Things Right arrangements and relevant national guidance.
- Seek assurance that the Trust complies with the Duty of Candour, including openness, timely disclosure and learning.
- Review themes and trends arising from incidents, patient, donor and service user safety investigations, complaints, claims, inquests and serious events and seek assurance that reviews result in sustainable improvement.
- Ensure that safety systems support early identification and escalation of deteriorating risk trends.
- Maintain oversight of infection prevention and control arrangements.
- Receive assurance regarding medicines safety, medicines optimisation and high-risk therapies.

- Seek assurance that arrangements support the reduction of avoidable harm and continuous improvement in patient, donor and service user safety outcomes.
- Seek assurance that workforce capacity, capability, wellbeing and staffing arrangements support the safe, effective and sustainable delivery of high-quality care, recognising the relationship between workforce experience, organisational culture, patient safety and clinical outcomes, and drawing assurance from the People, Culture and Engagement Committee (PCEC) where appropriate.

3.3 Clinical Effectiveness and Outcomes

The Committee will:

- Oversee arrangements supporting clinical effectiveness and positive patient, donor and service user outcomes, ensuring improvement actions demonstrate measurable impact.
- Seek assurance regarding compliance with evidence-based standards, clinical guidelines and national requirements.
- Maintain oversight of clinical audit, quality improvement and clinical outcomes reporting.
- Review mortality, avoidable harm and learning from deaths arrangements where applicable.
- Maintain oversight of specialist standards, accreditations and peer review arrangements relevant to the Trust's services.
- Review benchmarking information and comparative data to identify opportunities for improvement.
- Review variation in clinical outcomes, performance and practice and seek assurance that unwarranted variation is identified, understood and addressed.

3.4 Patient, Donor and Service User Experience

The Committee will:

- Oversee implementation of strategy and arrangements supporting patient, donor, service user and community involvement and experience.
- Review themes and trends arising from feedback, complaints, concerns, surveys, engagement activity and patient, donor or service user stories.
- Receive assurance that the voice and lived experience of patients, donors, service users and communities informs continuous quality improvement and service development.
- Ensure that patient, donor, service user and community voice is systematically incorporated into assurance, decision-making and prioritisation.

- Seek assurance that experience data is used alongside safety and outcome data to inform triangulated assurance.
- Work with system partners to maintain oversight of patient, donor and service user experience across complex and long-term pathways.
- Seek assurance regarding end-of-life care experience.

3.5 Quality Intelligence, Assurance and Organisational Learning

The Committee will:

- Receive integrated quality intelligence and assurance drawn from national quality measures, the National Quality Management System, patient, donor and service user feedback, benchmarking information and external assurance activity.
- Ensure integration of quality, safety, experience, workforce and operational intelligence to form a whole-system view.
- Review quality indicators and quality metrics within the Integrated Performance Report.
- Undertake triangulation across quality, safety, experience, outcomes and assurance information to identify themes, trends, risks, opportunities and areas of unwarranted variation requiring action.
- Review findings arising from Internal Audit, External Audit and other assurance activity relevant to its remit.
- Seek assurance that recommendations arising from reviews, inspections and investigations are implemented effectively and learning embedded.
- Maintain oversight of high-risk and new innovative clinical pathways where quality, safety, experience or outcomes may be affected.
- Review quality trajectories and seek assurance where performance falls outside agreed standards, expectations or trajectories.

3.6 External Assurance, Regulation and Accreditation

The Committee will:

- Receive relevant national reports and Executive assurance regarding the Trust's response, implementation arrangements and progress against any associated recommendations.
- Receive all reports relating to WBS and VCC with regards to external assurance, regulation and accreditation and seek assurance that action plans are implemented, monitored and evaluated.

- Seek assurance that regulatory findings are translated into sustained continuous improvement and embedded learning across the organisation.
- Maintain oversight of compliance with relevant quality, safety and specialist service standards.
- Receive assurance on matters relating to Healthcare Inspectorate Wales, Llais, the Human Tissue Authority and other relevant bodies where applicable.
- Review significant concerns, findings or recommendations arising from Healthcare Inspectorate Wales, Audit Wales, regulators, inspectors, peer reviews, accreditation bodies and external reviews.

3.7 Digital Services, Transformation and Information Governance

The Committee will:

- Ensure digital risks are considered in the context of patient, donor and service user safety, clinical risk and service reliability.
- Oversee digital services, transformation programmes and digital governance arrangements within the remit of patient, donor and service user safety, clinical risk and service reliability.
- Seek assurance that digital systems and technologies support safe, effective and person-centred care.
- Maintain oversight of digital clinical safety arrangements and risks associated with clinical systems and digital pathways.
- Seek assurance that data supporting quality, safety, experience and clinical outcomes reporting is accurate, complete and timely.
- Receive assurance regarding information governance matters where these directly affect patient, donor and service user safety, clinical quality, confidentiality or patient, donor and service user experience.
- Sign off the annual Information Governance self-assessment and seek assurance on areas requiring improvement.
- Seek assurance regarding digital maturity, digital capability and the effectiveness of digital systems supporting Trust services.
- Review quality, safety and experience implications arising from digital transformation initiatives.
- Work collaboratively with the Performance and Finance Committee (PFC) to ensure digital investment, business cases and transformation priorities are considered alongside quality, safety, clinical risk and service delivery implications.

3.8 Research, Development and Innovation

The Committee will:

- Seek assurance regarding the quality, safety and governance implications of research, development and innovation activities to support safe effective and continuously improving services.
- Consider significant risks, concerns or learning arising from research and innovation activities that fall within the Committee's remit.
- Seek assurance that research and innovation activities support safe, effective and continuously improving services and are aligned with clinical governance and quality assurance frameworks.
- Work collaboratively with the Research, Development and Innovation Committee (RD&IC) to ensure appropriate oversight of the quality, safety and governance implications of research and innovation activities, referring significant quality, safety or clinical governance matters between Committees where appropriate.

4. MEMBERSHIP

Membership should collectively provide skills and expertise to support effective assurance, challenge and scrutiny and shall comprise:

A minimum of three Independent Members of the Board, including:

- One Independent Member appointed as Chair
- One Independent Member appointed as Vice Chair
- The three Independent Members must include a member of the People, Culture and Engagement Committee, and the Performance and Finance Committee to ensure consideration of interdependencies.

5. ATTENDANCE

- Attendance by the Executive Medical Director and the Executive Director of Nursing, AHPs and Health Science is mandatory. Where one of these Executive Directors is unable to attend due to annual leave, sickness or other absence, their nominated Deputy should attend in their place. Attendance by Deputies in place of both Executive Directors should be exceptional and agreed with the Committee Chair.
- In addition, as a minimum there must be two other Executive Directors in attendance from the following:
 - Executive Director of Organisational Development and Workforce
 - Executive Director of Finance
 - Chief Operating Officer
 - Chief Digital Officer

- It is expected that the Director of Strategy, Planning and Performance; and Director of Place, Portfolio and Partnerships will attend additional parts of the meeting to support any analysis relating to IMTPs or Portfolios, respectively.
- Additional attendees may attend meetings, in full or in part, as required to support the effective conduct of business and consideration of agenda items. Additional attendees may include other Executive Directors, subject matter leads, representatives from Cancer and Blood Services, and other Trust staff or external advisers as required by the Chair.
- Patient, donor and service user representation in full or in part as required to support the effective conduct of business and consideration of agenda items.

6. FREQUENCY

- Meetings will be held bi-monthly.
- Additional meetings may be convened by the Chair where significant quality, safety, experience, clinical governance or regulatory matters require consideration.

Performance and Finance Committee

Terms of Reference

1. INTRODUCTION

In line with Standing Orders and the Trust's Scheme of Delegation, the Board shall nominate annually a Committee to be known as the Performance and Finance Committee (referred to as the Committee or PFC).

The Committee will undertake its responsibilities in a manner aligned to the Trust's vision of Excellent Care, Inspirational Learning and Healthier People, together with the Trust's values and associated behaviours of being Caring, Respectful and Accountable. In doing so, the Committee will support the effective stewardship of resources, delivery of organisational priorities and achievement of sustainable outcomes for patients, donors, service users and communities.

The purpose and responsibilities of the Committee are set out in Sections 2 and 3 while common operating arrangements applicable across all board committees are set out in Appendix 1.

2. PURPOSE

The purpose of the Performance and Finance Committee (PFC) is to support the Board by providing strategic oversight and assurance in relation to operational performance, financial sustainability, strategic planning, and the effective use of resources.

The Committee will provide evidence-based assurance that effective systems, processes and controls are in place to support delivery of the Trust's strategic objectives, Integrated Medium-Term Plan (IMTP), operational priorities and transformation programmes. In doing so, it will oversee delivery against agreed operational, financial and planning objectives, ensuring alignment between organisational priorities, service delivery, financial sustainability and long-term organisational goals.

The Committee will oversee arrangements supporting operational delivery, financial stewardship, strategic planning, and organisational resilience. It will seek assurance that risks, concerns and opportunities relating to operational performance, finance, planning and delivery are appropriately identified, monitored and addressed, and that recovery and improvement actions are implemented where performance or financial sustainability fall outside agreed expectations or trajectories.

The Committee will also provide assurance that planning arrangements support coordinated delivery of organisational objectives, maintain alignment between operational, financial, workforce and quality priorities, and enable effective management of interdependencies, risks and benefits across the Trust.

3. SPECIFIC DUTIES / RESPONSIBILITIES

3.1 Operational Performance and Delivery

The Committee will:

- Maintain oversight of operational performance and organisational delivery arrangements across the Trust with particular focus on areas presenting the greatest risk to the achievement of the Trust's strategic objectives.
- Review performance against key national, regional, local and internal operational targets, trajectories and priorities within the Committee's remit.
- Review operational performance through the Integrated Performance Report and associated delivery frameworks.
- Seek assurance where operational performance is deteriorating, outside agreed tolerance or where significant delivery risks are identified, including assurance regarding recovery, improvement and escalation arrangements.
- Review themes, trends, variation and emerging risks relating to operational delivery, productivity, capacity, flow and service performance.
- Maintain oversight of operational delivery across Velindre Cancer and Blood services, including high-risk, high-demand or high-impact pathways where delivery or sustainability may be affected.
- Seek assurance that operational delivery arrangements support sustainable delivery of safe, effective and person-centred services.
- Commission deep dives or focused reviews into operational services, pathways, programmes or areas of concern where appropriate.

3.2 Financial Planning, Performance and Sustainability

The Committee will:

- Maintain oversight of the Trust's financial planning, financial management and financial sustainability arrangements.
- Review of the Trust's Long-Term Agreements (LTA) arrangements.
- Review and recommend the Trust's Financial Plan and associated financial strategies to the Board.
- Review and recommend the Trust's Budget Setting Policy to the Board.
- Monitor financial performance against agreed plans, statutory financial duties and organisational objectives.
- Seek assurance regarding the Trust's cash management, liquidity, working capital and wider financial resilience.

- Seek assurance regarding financial recovery, mitigation and improvement arrangements where financial risks, pressures or variances are identified.
- Maintain oversight of productivity, efficiency and cost improvement programmes, seeking assurance regarding delivery, sustainability, value for money, quality impact and associated risks.
- Seek assurance that financial planning and resource allocation support delivery of the Trust's strategic objectives, operational priorities and IMTP commitments.
- Review long-term financial planning assumptions, affordability considerations and emerging financial pressures.
- Maintain oversight of financial risks associated with specialist, high-cost, high-demand or strategically significant services and pathways within the Committee's remit.
- Review relevant benchmarking information to support oversight of financial performance, productivity, value and organisational sustainability.

3.3 Strategic Planning and IMTP Delivery

The Committee will:

- Oversee the development, delivery and monitoring of relevant strategic plans, organisational delivery plans and Integrated Medium-Term Plan (IMTP) priorities within its remit.
- Review progress against strategic objectives, IMTP priorities, delivery trajectories and organisational milestones.
- Review barriers, dependencies, risks and emerging issues that may impact delivery of strategic objectives or IMTP commitments.
- Seek assurance that strategic planning arrangements align organisational priorities, operational delivery, financial sustainability, workforce requirements and quality objectives.
- Review strategic implications arising from national policy, regulatory developments, external reviews, audits or system-wide changes relevant to the Committee's remit.
- Seek assurance that enabling services, infrastructure and organisational arrangements support sustainable delivery of strategic objectives and organisational change.
- Seek assurance that relevant portfolio arrangements provide clear visibility of programme status, risks, dependencies, benefits and delivery confidence.

3.4 Capital Planning, Investment and Business Cases

The Committee will:

- Oversee the development and management of the Trust's capital planning arrangements and capital programme.
- Review and recommend the Capital Plan and associated investment priorities to the Board.
- Seek assurance regarding capital prioritisation, affordability, forecasting, delivery risks and mitigating actions.
- Review business cases, investment proposals and significant strategic developments in accordance with the Scheme of Delegation and Standing Financial Instructions.
- Recommend business cases above delegated approval thresholds to the Board where appropriate.
- Seek assurance that investment decisions support strategic objectives, operational delivery, organisational sustainability and long-term organisational priorities.
- Seek assurance that benefits realisation arrangements for major investments and programmes are clearly defined, measurable and effectively monitored.
- Review post-implementation evaluations, delivery outcomes and organisational learning arising from significant investments, programmes or capital developments.
- Work collaboratively with the Quality, Safety and Experience Committee (QSEC) to ensure digital investment, business cases and prioritisation appropriately reflect quality, safety, clinical and operational considerations.

3.5 Procurement and Commercial Governance

The Committee will:

- Maintain oversight of procurement, commercial and contractual governance within its remit.
- Review and approve Procurement Strategies and associated plans where delegated by the Board.
- Seek assurance that procurement and commercial activity comply with relevant legislation, governance requirements and Standing Financial Instructions.
- Maintain oversight of significant contracts, commercial arrangements and procurement-related risks within its remit.
- Seek assurance regarding effective contractual management arrangements.

- Approve contract awards and procurement decisions within delegated authority.
- Seek assurance that procurement and commercial arrangements support strategic objectives, operational delivery, organisational sustainability and value for money.

3.6 Emergency Preparedness, Operational Resilience and Health and Safety

The Committee will:

- Seek assurance that effective arrangements are in place to support Emergency Preparedness, Resilience and Response (EPRR), business continuity and organisational resilience.
- Maintain oversight of organisational resilience arrangements, including preparedness for operational disruption, major incidents, critical infrastructure failure and service continuity risks.
- Review relevant emergency preparedness plans, statutory submissions, assurance reports and improvement actions within the Committee's remit.
- Seek assurance that effective health and safety governance arrangements are in place, including compliance with relevant statutory, regulatory and NHS Wales requirements.
- Maintain oversight of organisational health and safety risks, including fire safety, water safety, workplace safety and operational infrastructure risks within its remit.
- Seek assurance that resilience, infrastructure and health and safety arrangements support safe, sustainable and effective operational delivery.

3.7 Partnerships, Hosted Services and Collaborative Arrangements

The Committee will:

- Maintain oversight of partnerships, hosted services, collaborative working and joint arrangements within its remit.
- Seek assurance that governance, financial, operational and performance frameworks relating to hosted services and collaborative arrangements are effective and aligned with Trust requirements.
- Seek assurance that risks arising from partnerships, hosted services and collaborative arrangements are appropriately identified, monitored, mitigated and escalated.
- Receive assurance regarding operational delivery, performance, governance and compliance within partnership and collaborative arrangements relevant to the Committee's remit.

- Seek assurance that partnership and collaborative working arrangements support strategic objectives, operational delivery, organisational resilience and long-term sustainability.

3.8 Performance Intelligence, Assurance and Organisational Insight

The Committee will:

- Review operational, financial and planning information through the Integrated Performance Report and associated assurance frameworks.
- Seek assurance that operational, financial, planning and delivery risks recorded on the Board Assurance Framework and Trust Risk Register are appropriately identified, monitored, mitigated and escalated.
- Review relevant Internal Audit, External Audit, regulatory and external review findings within the Committee's remit and seek assurance that agreed actions are implemented effectively.
- Review significant findings, recommendations or concerns arising from regulators, inspections, external reviews, audits or assessments relevant to the Committee's responsibilities.
- Seek assurance that action plans arising from performance concerns, external reviews or regulatory findings are implemented effectively and monitored appropriately.
- Undertake horizon scanning to identify emerging operational, financial, strategic or delivery risks relevant to the Committee's remit.
- Seek assurance that governance, risk management and organisational resilience arrangements support sustainable delivery of strategic priorities and IMTP commitments.
- Maintain oversight of compliance with relevant NHS Wales planning, performance, financial and organisational governance requirements within the Committee's remit.

3.9 Estates, Facilities and Sustainability

The Committee will:

- Oversee the Trust's strategic estates, facilities and sustainability arrangements, ensuring they support delivery of organisational priorities, strategic objectives and IMTP commitments.
- Seek assurance that estates, facilities and infrastructure planning is aligned with service development, operational requirements and long-term organisational sustainability.

- Maintain oversight of operational, financial, infrastructure and environmental risks arising from estates, facilities and sustainability matters.
- Review significant estates, facilities and sustainability programmes, developments and investment proposals within its remit.
- Seek assurance that equality and inclusion, sustainability and environmental objectives are appropriately reflected within strategic planning, estates development and operational delivery.
- Review significant incidents, risks or service impacts arising from estates, facilities or environmental matters and seek assurance regarding recovery and improvement actions.
- Seek assurance that relevant statutory, regulatory and NHS Wales requirements relating to estates, facilities, sustainability and the care environment are met.

4. MEMBERSHIP

The Committee shall comprise:

- A minimum of three Independent Members of the Board, including:
 - One Independent Member appointed as Chair
 - One Independent Member appointed as Vice Chair
- The three Independent Members must include a member of the People, Culture and Engagement Committee, and the Quality, Safety and Experience Committee to ensure consideration of interdependencies.

5. ATTENDANCE

- Attendance by the Executive Director of Finance, Chief Operating Officer and Director of Strategy, Planning and Performance is mandatory. Attendance by Deputies in place of both Executive Directors should be exceptional and agreed with the Committee Chair.
- The Executive Director of Finance and the Chief Operating Officer will work collaboratively to coordinate agenda planning, report commissioning, assurance and escalation arrangements. The Executive Director of Finance will have executive responsibility for coordinating and leading the committee.
- In addition, as a minimum there must be one other Executive Director in attendance from the following:
 - Executive Director of Organisational Development and Workforce
 - Executive Director of Nursing, AHPs and Health Science
 - Executive Medical Director
- It is expected that the Director of Place, Portfolio and Partnerships will attend parts of the meeting to support any analysis relating to IMTPs or Estates, Facilities and Sustainability, respectively.

- Additional attendees may attend meetings, in full or in part, as required to support the effective conduct of business and consideration of agenda items. Additional attendees may include other Executive Directors, subject matter leads, representatives from Cancer and Blood Services, and other Trust staff or external advisers as required by the Chair.

6. FREQUENCY

- Meetings will be held bi-monthly.
- The Chair may convene additional meetings where urgent or high-risk operational performance, finance, planning or organisational matters require consideration.

Audit and Risk Assurance Committee

Terms of Reference

1. INTRODUCTION

In line with the Standing Orders and Scheme of Delegation, the Board shall annually establish a Committee to be known as the Audit and Risk Assurance Committee (the Committee or ARAC).

The Committee will undertake its responsibilities in a manner aligned to the Trust's vision of Excellent Care, Inspirational Learning and Healthier People, together with the Trust's values and associated behaviours of being Caring, Respectful and Accountable. In doing so, the Committee will promote a culture of stewardship, accountability, openness, continuous improvement and effective assurance.

The Committee will operate using the Trust's System of Assurance Framework, which links strategic objectives, the principal risks to their achievement, the controls and mitigating actions in place, sources of assurance over the effectiveness of those controls, and reporting and escalation arrangements to the Board and Accountable Officer.

The Committee will use this Framework to plan and prioritise its work, assess whether assurance is comprehensive, reliable and evidence-based across all strategic objectives, evaluate the effectiveness of controls, and identify and monitor gaps in assurance or weaknesses in control, ensuring these are appropriately escalated.

In doing so, the Committee provides independent assurance to the Board and Accountable Officer on the effectiveness of the Trust's governance, risk management and internal control arrangements.

The purpose and responsibilities of the Committee are set out in Sections 2 and 3. Common operating arrangements applicable across all board committees are set out in Appendix 1.

2. PURPOSE

The purpose of ARAC is to support the Board and the Accountable Officer by providing strategic oversight and independent assurance in relation to governance, risk management, internal control and the effectiveness and adequacy of the Trust's overall assurance framework.

The Committee will advise the Board and Accountable Officer on whether the system of assurance is comprehensive, reliable and fit for purpose.

The Committee will assess the completeness of assurance coverage across all strategic objectives, the quality, reliability and integrity of assurance evidence received and the robustness of underpinning data and evidence.

The Committee will provide assurance that effective governance systems, control arrangements and assurance mechanisms are in place to support accountability, stewardship, organisational resilience and informed decision making across the Trust.

In doing so, the Committee will oversee delivery of relevant governance priorities and assurance activities, providing assurance that governance, risk and control arrangements operate effectively and support delivery of the Trust's objectives. The Committee will also provide oversight of emerging governance and assurance matters and ensure that significant issues, risks and opportunities are identified, monitored and escalated appropriately.

The Committee does not manage operational risks, operate the Trust's system of internal control, or take executive decisions on governance matters. Instead, it provides independent oversight and challenge regarding the adequacy and effectiveness of the assurances provided by management, Internal Audit, External Audit and other independent assurance providers.

3. SPECIFIC DUTIES / RESPONSIBILITIES

3.1 Governance, risk and assurance

The Committee will:

- Oversee governance, risk management and assurance arrangements across the Trust.
- Seek assurance regarding the effectiveness and maturity of governance, assurance processes and internal control arrangements including those applied in the Trusts committees.
- Provide assurance that governance arrangements support the Annual Governance Statement and Annual Quality Statement.
- Maintain oversight of the Board Assurance Framework (BAF) and Corporate Risk Register (CRR), seeking assurance that principal risks, assurance gaps and control weaknesses are appropriately identified, managed and escalated.
- Maintain oversight of the effectiveness and integration of the Trust's governance and organisational frameworks, including arrangements supporting risk management, performance management, strategic planning and portfolio management, seeking assurance that these collectively support effective decision making and delivery of strategic priorities, the IMTP and associated enabling strategies.
- Maintain oversight of assurance mapping and seek assurance that assurance arrangements are proportionate, integrated and support effective board oversight.

- Seek assurance that governance arrangements support effective integration across the Committee structure and avoid unnecessary duplication or gaps in assurance.
- Undertake horizon scanning to identify emerging governance, assurance, control and strategic risks which may impact organisational objectives, resilience or sustainability.
- Maintain oversight of governance arrangements supporting organisational resilience and sustainability where these fall within the Committee's remit.
- Formally consider reports of non-compliance with Standing Orders and Standing Financial Instructions and make proposals to the Board on any action to be taken.
- Review annually the adequacy of arrangements for declaring, registering and handling board members' interests and report to the Board accordingly.
- Review at least annually the adequacy of arrangements for dealing with gifts, hospitality and sponsorship, informed by the relevant Trust registers and reports.
- Review annually the Standing Orders and all documents having effect as if incorporated within them, including Standing Financial Instructions and associated impact assessments, and report proposed amendments to the Board.
- Provide assurance to the Board on the effectiveness of arrangements for the reservation and delegation of powers.
- Assess the adequacy and effectiveness of the system of assurance, including whether controls are sound and complete, assurances are reliable and evidence-based and assurance gaps are clearly identified and addressed.
- Seek assurance that data underpinning assurances is valid, accurate, complete and timely.
- Provide assurance over clinical audit plans, effectiveness and delivery.
- Provide assurance to the Board of the effectiveness of its arrangements for handling reservations and delegations.
- The Committee will produce an annual report to the Board and Accountable Officer, including opinion on completeness and reliability of assurance, and view on effectiveness of risk management and internal control as well as commentary on the governance statement, quality statement and audit effectiveness.

3.2 Internal and external assurance

The Committee will:

- Oversee the effectiveness, independence and performance of Internal Audit arrangements.
- Review and approve the Internal Audit Strategy, Internal Audit Charter and annual Internal Audit Plan.
- Review Internal Audit and External Audit findings, recommendations and management responses.
- Seek assurance that agreed audit recommendations are implemented effectively and within agreed timescales.
- Receive and consider the Head of Internal Audit Opinion and relevant External Audit opinions and assess their implications for governance and assurance arrangements.
- Seek assurance that effective coordination exists across audit and assurance providers.
- Review the External Audit Annual Plan and associated fees, consider material changes to the Plan and seek assurance that an effective and cost-efficient external audit service is delivered.
- Ensure the external auditor is invited to attend each meeting of the Committee and that the Committee maintains an effective working relationship which respects auditor independence.
- Meet privately (without management present) at least annually with Internal Audit, External Audit, Counter Fraud and other assurance providers where appropriate to support independence of assurance arrangements.
- Undertake an annual review of the effectiveness of the Internal Audit function.

3.3 Counter fraud and governance concerns

The Committee will:

- Oversee arrangements to prevent, detect, investigate and respond to fraud, bribery, corruption and financial irregularity.
- Review and seek assurance on whistleblowing / speaking-up arrangements, enabling staff to raise concerns in confidence.
- Seek assurance regarding the effectiveness of counter fraud, anti-bribery and anti-corruption arrangements.

- Review significant investigations, governance concerns, emerging risks and control weaknesses relevant to the Committee's remit.
- Seek assurance that learning and recommendations arising from investigations and reviews are implemented effectively and embedded.
- Seek assurance that arrangements support a culture of openness, accountability and appropriate escalation of concerns.

3.4 Financial governance and stewardship

The Committee will:

- Seek assurance regarding the adequacy and effectiveness of financial governance, stewardship and internal financial control arrangements.
- Review the governance and assurance aspects of the annual accounts process, Annual Governance Statement and associated disclosures prior to Board approval.
- Review the annual accounts in detail, including significant accounting policies and judgments, unadjusted misstatements, management representations and external audit findings and ISA 260 reports.
- Review significant governance and control issues arising from financial reporting or audit findings.
- Seek assurance regarding compliance with relevant governance, accountability and public sector financial requirements.
- Seek assurance that arrangements support value for money, propriety and effective stewardship of public resources.
- Approve arrangements relating to the discharge of the Trust's responsibility as a bailee for patients' donors and service users' property and review assurance on their operation.
- Approve the write-off of losses and the making of special payments within delegated limits and receive regular reports on losses, special payments and related trends.
- Receive reports at each meeting on losses and special payments, including frauds, thefts, arson, suspected irregularities and action taken.
- Receive reports on Single Quotation Applications, Single Tender Applications and exceptional procurement departures, and consider whether further action, review, training or escalation is required.

- Receive regular reports on free-of-charge services provided to the Trust and seek assurance that these do not create unmanaged governance, procurement or value for money risks.
- Receive the outcome of periodic reviews of banking arrangements and seek assurance that banking controls remain efficient, effective and represent value for money.

3.5 Information governance, cyber security and digital assurance

The Committee will:

- Oversee information governance, cyber security and digital assurance arrangements.
- Seek assurance regarding governance, risk management and internal control arrangements relating to cyber resilience, confidentiality, data protection, information assets and digital assurance.
- Seek assurance that significant information governance, cyber security and digital assurance risks are appropriately identified, monitored and escalated.
- Review organisational learning arising from cyber incidents, digital assurance reviews and information governance events.
- Maintain effective interfaces with other Board Committees where information governance, cyber security or digital assurance matters impact broader organisational priorities.

3.6 Hosted services and partnership governance

The Committee will:

- Seek assurance that hosted services, partnerships and collaborative arrangements operate within effective governance, accountability and assurance frameworks.
- Maintain oversight of governance arrangements supporting hosted services and partnership delivery models.
- Seek assurance that accountability, escalation and reporting arrangements are clearly defined and operate effectively.
- Seek assurance that governance and assurance arrangements support organisational resilience and effective stewardship across collaborative arrangements.

3.7 Governance reporting and statutory assurance

The Committee will:

- Review evidence supporting the Annual Governance Statement and Annual Quality Statement and advise the Board on completeness and accuracy. Provide formal advice to the Board on consistency of disclosures with assurance received and completeness of the assurance framework.
- Seek assurance that governance, assurance and accountability requirements are effectively implemented.
- Review findings arising from governance reviews, inspections and external assessments relevant to the Committee's remit.
- Seek assurance that actions arising from governance reviews and assessments are implemented effectively and within agreed timescales.
- Consider assurance and insight from other Board Committees and refer matters where detailed review is more appropriately undertaken elsewhere.

4. MEMBERSHIP

The Committee shall comprise:

- A minimum of three Independent Members of the Board including:
 - One Independent Member appointed as Chair
 - One Independent Member appointed as Vice Chair
- The three Independent Members must include a member of the People, Culture and Engagement Committee, the Quality, Safety and Experience Committee, and the Performance and Finance Committee to ensure consideration of interdependencies.
- At least one Independent Member must have significant financial, audit, governance or risk management expertise.

Members must receive induction and ongoing training in governance, risk and assurance.

The Chair of the Board should not be a member of ARAC.

5. ATTENDANCE

Attendance by the Director of Finance and Director of Corporate Governance is mandatory.

Regular attendees will include:

- Internal Audit representatives

- External Audit representatives
- Counter Fraud representatives

Additional attendees may attend meetings, in full or in part, as required to support the effective conduct of business and consideration of agenda items. Additional attendees may include Executive Directors and senior leaders with responsibility for governance, risk management, performance management, strategic planning, and portfolio management arrangements, together with information governance and cyber specialists, representatives from hosted services, external advisers and other Trust staff as required by the Chair.

The Committee may request private meetings with audit and assurance providers where appropriate to support independence of assurance arrangements.

6. FREQUENCY

- Meetings will be held quarterly.
- A minimum of five meetings per year, with the fifth meeting dedicated to the review of the Annual Accounts, Annual Report and Accountability Agreement.
- Additional meetings may be convened by the Chair where urgent governance, assurance, audit, cyber security, or risk matters require consideration.

Research, Development and Innovation Committee

Terms of Reference

1. INTRODUCTION

In line with the Standing Orders and Scheme of Delegation, the Board shall annually establish a Committee to be known as the Research, Development, and Innovation Committee (the Committee or RD&IC).

The Committee will undertake its responsibilities in a manner aligned to the Trust's vision of Excellent Care, Inspirational Learning and Healthier People, together with the Trust's values and associated behaviours of being Caring, Respectful and Accountable.

In doing so, the Committee will promote a culture of curiosity, learning, collaboration, innovation, and continuous improvement, recognising the important role that research, development and innovation play in improving outcomes for patients, donors and service users advancing knowledge and supporting organisational sustainability.

The purpose and responsibilities of the Committee are set out in Sections 2 and 3. Common operating arrangements applicable across all board committees are set out in Appendix 1. An overview of the RD&I governance structure and reporting arrangements is provided in Appendix 2.

2. PURPOSE

The purpose of the RD&I is to provide strategic oversight and assurance in relation to the Trust's research, development and innovation activities, ensuring they support delivery of the Trust's strategic objectives, improve outcomes for patients, donors and service users, and contribute to organisational learning, service transformation and long-term sustainability.

The Committee will oversee the development and delivery of the Trust's RD&I strategy, plans and priorities, ensuring alignment with the Trust's strategic objectives, Integrated Medium-Term Plan (IMTP), and long-term ambitions. It will seek assurance that appropriate arrangements are in place to support high-quality research, innovation, governance, workforce capability, and regulatory compliance.

The Committee will promote a culture in which research, development and innovation are recognised as core enablers of improved outcomes, continuous improvement, and future organisational success, while supporting the Trust's ambition to strengthen its research profile, partnerships, influence, and impact.

3. SPECIFIC DUTIES / RESPONSIBILITIES

3.1. Research, Development and Innovation Strategy

The Committee will:

- Oversee the development, implementation and periodic review of the Trust's Research, Development, and Innovation Strategy.
- Provide strategic oversight of RD&I priorities, ensuring alignment with the Trust's strategic objectives, organisational priorities, IMTP and long-term ambitions.
- Undertake horizon scanning to identify emerging research, innovation, scientific, technological and policy developments that may create opportunities or risks for the Trust.
- Seek assurance that RD&I activity contributes to improved outcomes, organisational development, and delivery of strategic priorities.
- Receive assurance regarding the delivery of RD&I-related programmes, initiatives, and portfolio activities, ensuring they support delivery of the Trust's strategic objectives and RD&I priorities.
- Seek assurance that research, development and innovation activity delivers measurable benefits, impact and value for patients, donors, service users, staff and the wider organisation.

3.2. Research Governance, Assurance and Compliance

The Committee will:

- Oversee research governance arrangements and seek assurance that they are effective, proportionate and support delivery of high-quality research and innovation activity.
- Seek assurance that the safety, rights, dignity and wellbeing of participants remain paramount in all research activity.
- Seek assurance that RD&I activities comply with relevant legislation, regulatory requirements, ethical standards and national policy frameworks.
- Review significant governance concerns, incidents, risks, investigations and compliance matters relating to RD&I activities.
- Seek assurance that learning arising from reviews, audits, inspections and investigations is implemented effectively and embedded.
- Work collaboratively with the Quality, Safety and Experience Committee (QSEC) to ensure appropriate oversight of the quality, safety and governance implications of research, development and innovation activities, referring matters where they fall within the remit of the respective Committee.

3.3. Partnerships, Collaboration and External Influence

The Committee will:

- Maintain oversight of strategic partnerships that support research, development and innovation activity.
- Promote collaboration with NHS Wales organisations, universities, Cardiff Health Partners and other research and innovation networks.
- Seek assurance that partnership arrangements support the Trust's strategic objectives and maximise opportunities for collaboration, influence and impact.
- Monitor developments within the wider research and innovation landscape and consider opportunities for strategic engagement and leadership.
- Oversee arrangements to benchmark the performance of the Velindre Cancer Service and Welsh Blood Service against comparable leading UK and international research centres.
- Maintain oversight of the strategic approach to achieving and retaining Organisation of European Cancer Institutes (OECI) accreditation.

3.4. Innovation, Culture and Future Opportunities

The Committee will:

- Promote innovation and support the identification, evaluation and development of opportunities that may improve outcomes, services or organisational performance.
- Promote a culture in which research, development and innovation are embedded within clinical practice, service improvement, organisational learning and strategic decision-making.
- Seek assurance that staff are supported and encouraged to participate in research, development and innovation activity where appropriate.

3.5. Workforce, Capability and Organisational Learning

The Committee will:

- Oversee arrangements to develop and sustain the workforce capability required to deliver the Trust's RD&I ambitions.
- Seek assurance that workforce development, leadership development and succession arrangements support delivery of RD&I priorities.
- Promote continuous learning and knowledge sharing arising from research and innovation activity.

3.6. Funding, Investment and Business Cases

The Committee will:

- Oversee arrangements to secure, manage and maximise research, innovation and grant funding opportunities.
- Monitor the financial sustainability and effectiveness of the Trust's RD&I activities.
- Review significant RD&I investment proposals and business cases,
- Scrutinise proposals seeking charitable funding and provide recommendations to the Charitable Funds Committee where appropriate.
- Review and scrutinise proposals seeking funding from the Advancing Radiotherapy Cymru (ARC) programme.
- Seek assurance that RD&I investment and expenditure is appropriately governed, managed and reported.

4. MEMBERSHIP

The Committee shall comprise:

- A minimum of three Independent Members of the Board, including:
 - One Independent Member appointed as Chair
 - One Independent Member appointed as Vice Chair
- The Committee may co-opt additional independent members from outside the organisation where specialist knowledge or expertise would support the discharge of its responsibilities.

5. ATTENDANCE

- Attendance by the Executive Medical Director is mandatory, and their Deputy should attend in exceptional circumstances such as annual leave, sickness, or other leave.
- In addition, as a minimum there must be two other Executive Directors in attendance from the following:
 - Executive Director of Organisational Development and Workforce
 - Executive Director of Nursing, Allied Health Professionals and Health Science
 - Executive Director of Finance
 - Chief Operating Officer
- Additional attendees may attend meetings, in full or in part, as required to support the effective conduct of business and consideration of agenda items. Additional attendees may include Executive Directors, clinical leaders, research and innovation leads, finance representatives, patient, donor, and service user representatives, university and NHS Wales partners, charitable funding representatives and other individuals as required by the Chair.

6. FREQUENCY

- Meetings will be held quarterly.
- Additional meetings may be convened by the Chair where significant RD&I, governance, funding, partnership or strategic matters require consideration.

New Velindre Cancer Centre Committee

Terms of Reference

1. INTRODUCTION

In line with the Standing Orders and Scheme of Delegation, the Board shall establish a Committee to be known as the new Velindre Cancer Centre Committee (the Committee or nVCC).

The Committee will undertake its responsibilities in a manner aligned to the Trust's vision of Excellent Care, Inspirational Learning and Healthier People, together with the Trust's values and associated behaviours of being Caring, Respectful and Accountable.

The Committee has been established as a time-limited Board Committee to provide strategic oversight of the new Velindre Cancer Centre (nVCC) Programme and its constituent projects, including construction, commissioning, operational readiness and transition into the new facility. In doing so, the Committee will provide enhanced scrutiny, challenge and assurance regarding programme delivery, governance, financial performance, risk management, dependencies and benefits realisation.

The Committee will remain in place until the Board is satisfied that the Programme has achieved its objectives, services have successfully transitioned into the new facility, and appropriate arrangements have been established to support transition into operational and business-as-usual governance arrangements.

The purpose and responsibilities of the Committee are set out in Sections 2 and 3. Common operating arrangements applicable across all board committees are set out in Appendix 1. An overview of the nVCC governance structure and reporting arrangements is provided in Appendix 2.

2. PURPOSE

The purpose of the nVCC Committee is to provide strategic oversight, independent scrutiny and assurance to the Board regarding the successful delivery of the nVCC Programme and its constituent projects.

The Committee will seek assurance that the Programme is delivered in accordance with approved objectives, scope, timescales, budget and anticipated benefits, and that effective arrangements are in place to support commissioning, operational readiness, service transition and the safe commencement of services within the new facility.

In doing so, the Committee will provide constructive challenge and independent scrutiny of programme governance, performance, financial management, risks, dependencies and assurance arrangements, ensuring that significant issues, opportunities and decisions are identified, managed and escalated appropriately to support successful delivery of the Programme.

3. SPECIFIC DUTIES / RESPONSIBILITIES

3.1. Programme Strategy, Scope and Benefits Realisation

The Committee will:

- Oversee the strategic direction of the Programme, ensuring continued alignment with Board approved objectives, scope and intended outcomes.
- Seek assurance that the Programme remains aligned with organisational priorities, external requirements and the wider strategic context within which the Trust operates.
- Maintain oversight of Programme benefits, ensuring appropriate arrangements are in place to monitor, evaluate and realise anticipated benefits and outcomes.
- Consider significant proposed changes to Programme scope, objectives, benefits or strategic direction and provide assurance to the Board as appropriate.

3.2. Programme Delivery, Performance and Dependencies

The Committee will:

- Scrutinise Programme delivery and performance, seeking assurance that progress remains consistent with approved plans, milestones and timescales.
- Receive assurance regarding delivery of constituent projects and workstreams, including progress against the master programme plan and critical path.
- Maintain oversight of key dependencies, interfaces and enabling activities, seeking assurance that these are appropriately managed and coordinated.
- Seek assurance that programme delivery confidence, readiness assessments and exception reporting provide an accurate and timely assessment of the Programme's ability to achieve key milestones and operational objectives.

3.3. Governance, Risk and Assurance

The Committee will:

- Oversee Programme governance arrangements and seek assurance that they remain effective, proportionate and aligned with recognised project and programme management standards.
- Scrutinise Programme risks, issues and mitigating actions, seeking assurance that risks are appropriately identified, managed, escalated and monitored.
- Receive and review relevant internal audit reports, gateway reviews, independent assurance reviews and other sources of assurance relating to the Programme.

- Seek assurance that recommendations arising from audits, reviews and assurance activity are implemented effectively and on a timely basis.
- Provide assurance to the Board regarding the effectiveness of Programme governance, risk management and assurance arrangements.

3.4. Financial Stewardship and Commercial Oversight

The Committee will:

- Maintain oversight of Programme expenditure, affordability and financial performance.
- Seek assurance that Programme resources are managed effectively and that expenditure remains within approved budgets and delegated authorities.
- Review significant financial, commercial and contractual matters relating to the Programme, including the Mutual Investment Model, and provide assurance to the Board where appropriate.
- Seek assurance that robust arrangements are in place to support value for money, financial control and effective stewardship of public resources.
- Seek assurance that contractual obligations, key commercial milestones and associated commitments are being delivered in accordance with approved agreements and that significant contractual risks are identified and managed appropriately.

3.5. Operational Readiness, Transition and Mobilisation

The Committee will:

- Oversee arrangements supporting operational readiness, transition, mobilisation and safe occupation of the new Velindre Cancer Centre.
- Seek assurance that transition and mobilisation plans are aligned to Programme milestones and support safe, effective and uninterrupted service delivery.
- Maintain oversight of organisational readiness across workforce, clinical, operational, digital, estates and support services, including testing, commissioning and contingency arrangements.
- Receive assurance that statutory, regulatory, licensing, compliance and governance requirements necessary for occupation and operation of the facility have been achieved.
- Monitor readiness for opening and receive assurance that criteria for safe occupation, service transfer, stakeholder engagement and commencement of operations have been met.

- Seek assurance that arrangements support the safe continuity of patient care and minimise disruption to patients, staff and services throughout transition and mobilisation.
- Receive assurance that operational readiness, commissioning, rehearsals, testing and contingency arrangements have been completed and demonstrate readiness for safe occupation and commencement of services.

3.6. Programme Closure, Handover and Benefits Realisation

The Committee will:

- Maintain oversight of arrangements supporting Programme closure, handover and transition to business-as-usual arrangements.
- Seek assurance that Programme deliverables have been completed, accepted and transferred to operational ownership, together with any associated assets, services, risks and ongoing obligations.
- Receive assurance that the Programme has delivered its intended objectives and benefits, and that arrangements are in place to monitor ongoing benefits realisation.
- Provide assurance to the Board on Programme closure, residual risks and organisational learning, supporting the Senior Responsible Owner in determining readiness for formal closure.

4. MEMBERSHIP

The Committee shall comprise:

- A minimum of three Independent Members of the Board, including:
 - One Independent Member appointed as Chair
 - One Independent Member appointed as Vice Chair
- The Committee may co-opt additional independent members from outside the organisation where specialist knowledge or expertise would support the discharge of its responsibilities.

5. ATTENDANCE

- Attendance by the Chief Executive Officer, as Senior Responsible Officer (SRO) for the Programme, is mandatory and a nominated Deputy should attend only in exceptional circumstances such as annual leave, sickness or other leave.
- In addition, as a minimum there must be two other Executive Directors or designated senior officers in attendance from the following:
 - Director of Place, Portfolio & Partnerships
 - Chief Operating Officer

- Executive Director of Finance
- Executive Medical Director
- Executive Director of Nursing, Allied Health Professionals and Health Science
- Executive Director of Organisational Development and Workforce
- Director of Corporate Governance
- Additional attendees may attend meetings, in full or in part, as required to support the effective conduct of business and consideration of agenda items. Additional attendees may include the nVCC Project Director, Director of Estates, programme and project leads, technical advisers, external assurance providers, commercial advisers, Welsh Government representatives, NWSSP representatives and other individuals as required by the Chair.

6. FREQUENCY

- Meetings will normally be held monthly.
- Additional meetings may be convened by the Chair where significant programme, governance, financial, risk, assurance or strategic matters require consideration.

Remuneration and Terms of Service Committee

Terms of Reference

1. INTRODUCTION

- The Trust's Standing Orders provide that *'the Board may and, where directed by 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.*
- In line with Standing Orders and the Trust's Scheme of Delegation, the Board shall nominate annually a Committee to be known as the **Remuneration & Terms of Service Committee**. The detailed Terms of Reference and operating arrangements set by the Board in respect of this Committee are set out below.
- The committee will play an important role in supporting the Board in the fulfilment of its responsibilities by:
 - Providing advice on strategic development and performance within its Terms of Reference;
 - Undertaking scrutiny and gaining assurance on key aspects of organisational performance and supporting the achievement of the Trust's specific goals;
 - Carrying out responsibilities as detailed below on the Board's behalf.

2. PURPOSE

- The purpose of the Remuneration & Terms of Service Committee (the Committee) is to:
 - **Approve** on behalf of the Board, matters relating to the appointment, termination, remuneration, terms of service and appraisal for the Chief Executive, Executive Directors, and other senior staff (including Interim Director roles) within the framework set by Welsh Government and in accordance with Standing Orders; and
 - **Provide Assurance** to the Board in relation to the Board's arrangement 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
- Perform certain, specific tasks as set out in delegated powers on behalf of the Board.
- The Committee shall have no powers to develop or modify existing pay schemes.
- In alignment with the Wellbeing of Future Generations (Wales) Act 2015, this committee will adopt a long-term perspective in its deliberations and decisions and consider the broader implications of its actions,

3. DELEGATED POWERS

- With regard to its role in acting on behalf of the Board, and in providing advice and assurance to the Board, the Remuneration Committee will comment specifically upon:
 - Remuneration, terms of service for the Chief Executive, Executive Directors, other Very Senior Managers (VSMs) (including Interim arrangements) not covered by Agenda for Change; ensuring that the policies on remuneration and terms of service as determined from time to time by Welsh Government are applied consistently.
 - Approve on behalf of the Board the appointment, appraisal, discipline and dismissal of any Board level Executive appointments and other senior employees, including interim arrangements.
 - Note the objectives set for the CEO by the Chair as required by the Cabinet Minister for Health and Social Care and review performance of the Chief Executive, Executive Directors and other VSMs.
 - Ensure that Performance Management systems are in place for those in the positions mentioned above and review and ratify performance assessments
 - Proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the provision of the regulations and in accordance with Ministerial Instruction and Welsh Government.
 - Consideration of anonymous correspondence relating to complaints relevant to the committee as set out within the Anonymous Communications Policy.
 - Consideration and approval of Voluntary Early Release Scheme (VERS) applications and redundancy/ severance payments in respect of Executive Director/ Director posts, in line with Standing Orders and extant Welsh Government Guidance.
- The Committee is to be advised of all VERS applications and severance payments and will seek assurance that these posts are not re-introduced.
- Approve any Strategic Advisor arrangements, including scope and pay.
- In developing remuneration packages the Committee will ensure that there is:
 - A clear statement of responsibilities of the individual posts and their accountabilities of meeting objectives of the organisation.
 - A means of assessing the comparative job weight.
 - Comparative salary information from the NHS, other public sector organisations and industry service organisation
- The committee may, subject to the approval of the Board, establish sub committees or task and finish groups to carry out on its behalf aspects of committee business.

4. RISK AND AUDIT

- The committee will monitor the principal risks relevant to its remit and consider the control and mitigation of high-level related risks and provide assurance to the Board that such risks are being effectively controlled and managed. It will also review and audit findings relevant to its remit.

5. AUTHORITY

- The committee is authorised to approve those matters listed above.
- 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 requests made by the committee.
- The committee is authorised by the Board to obtain outside legal 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 Board's procurement, budgetary and other requirements
- The Chair of the Committee, may, when it is not practicable to convene a meeting have the authority to approve VERS applications between meetings with advice from the Director of Organisational Development and Workforce and the Board Secretary as appropriate. In such instances the Board Secretary will ensure that the action is formally recorded and reported to the next meeting of the committee for consideration and ratification.

6. MEMBERSHIP

- A minimum of four members comprising:
 - Chair or Vice-Chair of the Board, in the event of the Chair being absent for any reason then the Vice-Chair would automatically substitute with full voting rights
 - Chair of the Audit and Risk Assurance Committee
 - Chair of the People, Culture and Engagement Committee
 - One other nominated Independent Member
 - The Trust Chair may, from time to time determine that the business of the Remuneration and Terms of Service Committee requires the attendance of all Independent Members, and as such may extend an invitation to Independent Members to attend for a single item of business or a meeting as appropriate.
 - In the event of long-term absence of a member of the committee, the Chair will be authorised to appoint an alternative independent member of the Board as a long term substitute without the need for a Board decision, whilst a more permanent arrangement is sought.

- In attendance by invitation of the Committee Chair:
 - The Chief Executive (except when issues relating to the personal remuneration are being discussed)
 - The Executive Director of Organisational Development and Workforce.
 - Any other Trust officials, including a Trade Union Representative and/or any others from within or outside the organisation to attend for a single item of business or a meeting as appropriate (except when issues relating to their personal remuneration are being discussed)
 - Executives may send deputies in their absence who will act with their full authority. To instigate a substitute arrangement, the Executive Director must notify the Board Secretary before the day of the meeting that they are unable to attend and provide the name of the appointed substitute.

7. COMMITTEE MEETINGS

- **Quorum**

At least two members must be present to ensure the quorum of the meeting, including either the Chair or Vice Chair of the Committee.
- **Secretariat**

As determined by the Director of Corporate Governance.
- **Membership Appointments**

Members shall be appointed to hold office for a period of one year at a time by the Board, up to a maximum of their term in office taking into account the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by Welsh Government.

During their period of appointment, a member may resign or be removed by the Board.
- **Support to Committee Members**

The Director of Corporate Governance, on behalf of the Committee Chair, shall:

 - Arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
 - Ensure the provision of programme of organisational development for committee members as part of the health board's overall organisational development programme developed by the Executive Director of Organisational Development and Workforce.
- **Frequency of meetings**

The Committee will meet quarterly and an annual schedule of meetings will be determined by the corporate calendar.

Any additional meetings will be arranged under exceptional circumstances and shall be determined by the Chair of the Committee in discussion with the Executive Lead.

- **Withdrawal of individuals in attendance**

The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussions of any particular matter.

- **Agendas**

The agenda and papers will be distributed five working days in advance of the meeting.

The agenda will be based on the Committee workplan, identified risks, matters arising from previous meetings, action lists, issues emerging throughout the year and requests from other committees.

8. REPORTING AND ASSURANCE ARRANGEMENTS

- The Committee, through its Chair and members, shall work closely with the other Committees to provide advice and assurance to the Board through joint planning and co-ordination of Board and Committee business, including information sharing. In doing so, it will contribute to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance arrangements.
- The Committee Chair, supported by the Committee Secretary shall:
 - Report formally, regularly and on a timely basis to the Board on the Committee's activities.
 - Bring to the Board's specific attention any significant matters under consideration by the Committee; and
 - Ensure appropriate escalation arrangements are in place to alert the Chief Executive and/or other Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Health Board

9. RELATIONSHIP WITH THE BOARD AND ITS COMMITTEES/GROUPS

- Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these Terms of Reference, it retains overall responsibility and accountability for these matters:
 - The Committee is directly accountable to the Board for its performance in exercising the functions set out in the delegated powers listed above.
 - The Committee will consider the assurance provided through the work of the Board's other committees and subgroups to meet its responsibilities for advising the Board on the adequacy of the Health Board's overall system of assurance.
 - The Committee shall embed the Health Trust's corporate standards, priorities and requirements, eg, equality and human rights through the conduct of its business.

10. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

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

11. REVIEW

These terms of reference and operating arrangements shall be reviewed on at least an annual basis by the Committee for approval by the Board.

APPENDIX 1

Operational arrangements common to all committees

1. AUTHORITY

Velindre University NHS 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 conducted on its behalf by Committees.”

Committees operate with no executive powers other than those specifically delegated within their Terms of Reference. Committees are directly accountable to the Board and are authorised to investigate any activity within their remit.

Committees may seek any information required from any employee, contractor, committee, sub-committee, or group of the Trust, all of whom are required to cooperate with such requests. In discharging their responsibilities, Committees will support effective engagement with staff, patients, donors, service user communities and key stakeholders, including partnership working and citizen voice arrangements.

Subject to Board approval, Committees may establish sub-committees or task and finish groups to support the discharge of their responsibilities.

Committees are authorised to secure the attendance of legal advisers, external advisers, specialists, or independent experts where necessary, in accordance with the Trust's procurement, budgetary and governance requirements.

Committees will conduct their business in a manner consistent with the Trust's commitment to openness, transparency, equality, diversity, inclusion, human rights, and the Welsh language.

Committees will exercise any authority delegated by the Board within these Terms of Reference, approve matters delegated to them, and make recommendations to the Board on matters reserved for Board approval. Committees will ensure that significant risks, assurance concerns and matters requiring Board consideration are escalated through the Trust's governance arrangements.

2. STATUTORY AND MANDATORY COMPLIANCE

Committees will operate in accordance with the Trust's strategic objectives, governance framework and all relevant statutory, regulatory, and mandatory requirements, codes of practice, case law, and legislation applicable to NHS Wales organisations. This includes compliance with relevant Welsh Government legislation, NHS Wales governance and accountability requirements, mandatory compliance obligations, equality, workforce,

Welsh language, social partnership, and quality standards, together with associated national and international best practice guidance.

3. GOVERNANCE FRAMEWORK

These Terms of Reference should be read alongside the Trust's Standing Orders, Standing Financial Instructions, Scheme of Delegation and other Board-approved governance frameworks. Together, these documents define the authority, roles, responsibilities, accountabilities, decision-making arrangements and expected behaviours that support effective governance across the Trust.

Board committees provide strategic oversight, scrutiny and assurance on behalf of the Board. They do not manage operational delivery or assume executive responsibility for services or functions.

4. COMMON PRINCIPLES

In exercising their responsibilities, Committees will have due regard to the following principles across all aspects of their work:

- **Equality, Diversity and Inclusion (EDI)** – Ensure that equality, diversity, inclusion and health inequalities are appropriately considered within relevant strategies, policies, business cases, decisions and assurance processes, seeking assurance that potential impacts have been identified, understood and appropriately addressed.
- **Patient, Service User and Donor Voice** – Ensure that the views, experiences and insights of patients, service users, donors, carers and communities are appropriately reflected in decision-making, assurance and improvement activities, recognising lived experience as an essential component of high-quality, person-centred services and the achievement of the Trust's values and strategic objectives.
- **Value for Money and Sustainability** – Ensure that decisions are informed by considerations of value for money, long-term sustainability and the effective stewardship of public resources, recognising the need to balance quality, outcomes, workforce, financial sustainability and environmental impact, where appropriate.
- **Partnership and System Working** – Ensure that opportunities for collaboration, partnership working and system-wide impact are considered within relevant decisions, recognising the Trust's role in improving outcomes across the wider health and care system.
- **Organisational Intelligence and Triangulation** – Ensure that strategic themes, risks, opportunities and assurance are effectively triangulated across the Board committee structure, drawing upon relevant governance arrangements and wider organisational intelligence, including performance, risk, audit, regulatory reviews, patient, donor, service user and staff feedback, incidents, complaints and system learning, to support a coherent organisation-wide view of performance, risk and assurance.

- **Quality of Assurance** – Ensure that assurance is reliable, complete, timely and evidence-based, enabling the Committee to determine whether risks are being effectively managed and intended outcomes are being achieved.
- **Impact Assessment** – Ensure that significant strategies, policies, service changes, business cases and decisions are informed by appropriate Quality Impact Assessments, Equality Impact Assessments and other relevant impact assessments, seeking assurance that potential impacts have been appropriately identified, considered and addressed before decisions are taken.

5. COMMITTEE INTERFACES

Committees will:

- Collaborate with other Committees and refer matters to the appropriate Committee where issues fall outside its remit or require broader organisational oversight or assurance. This includes the People, Culture and Engagement Committee (PCEC), Quality, Safety and Experience Committee (QSEC), Performance and Finance Committee (PFC), Audit and Risk Assurance Committee (ARAC), Research, Development and Innovation Committee (RD&I), and the new Velindre Cancer Centre Committee (nVCC).
- Refer matters to ARAC where concerns relate to the overall risk management framework, internal control environment, assurance gaps, or audit findings.
- Receive matters referred by the Board or other Committees where they fall within the Committee's remit.

6. GOVERNANCE AND RISK

Committees will:

- Undertake horizon scanning to identify emerging organisational risks, opportunities, and external developments, relating to its domain, which may impact the Trust's strategic objectives or delivery of high-quality services.
- Seek assurance that domain specific risks on the Board Assurance Framework (BAF) and Trust Risk Register entries are appropriately monitored, mitigated, and escalated.
- Seek assurance that recommendations arising from internal and external reviews are implemented effectively and on a timely basis.
- Review relevant Internal Audit and External Audit findings within the Committee's remit, ensuring actions are implemented and learning is shared.
- Seek assurance that hosted services operate in compliance with the Trust's domain specific assurance requirements, including the Hosted Services Assurance Schedule, and that robust escalation arrangements are in place for risks, incidents, concerns, or gaps in assurance.

7. COMMITTEE EFFECTIVENESS AND PROGRAMME OF WORK

Committees will:

- Develop and maintain an annual cycle of business aligned to Board priorities, strategic objectives, regulatory requirements and key risks, designed to support the effective discharge of the Committee's responsibilities as set out within these Terms of Reference.
- Use findings, assurance activity, and emerging themes to inform future work planning and continuous improvement.

8. CROSS COMMITTEE MEMBERSHIP AND ATTENDANCE

- The Board will seek to ensure appropriate cross-membership and alignment between Committees to support effective integration, triangulation of assurance and coordination of oversight across the Trust's governance framework.
- Committee membership should collectively provide an appropriate balance of skills, knowledge, experience, and diversity relevant to the Committee's remit.
- The Chair of the Board and CEO may attend Committee meetings but are not designated members.
- In exceptional circumstances Deputies may attend where formally nominated and agreed by the Chair. Where an Executive member is unable to attend, a formally nominated Deputy must attend.
- Meetings may be open to observation by staff members and the public in accordance with the Trust's arrangements for openness and transparency.

9. REPORTING TO THE BOARD

- Committees are directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference.
- While each Committee will oversee matters within its delegated remit, integrated oversight of organisational performance, governance and assurance across all domains will remain the responsibility of the Board. The Board may remit more detailed review of specific matters to Committees and Committees may advise the Board on any issues requiring ongoing oversight, escalation, or cross-committee consideration.
- Minutes will be circulated to the Board.
- A formal exception report will be submitted to the Board following each meeting, highlighting matters requiring Board attention, escalation or decision, including material risks, significant concerns, issues requiring cross-committee consideration, or where assurance is insufficient or outside agreed tolerance.
- Where urgent decisions are required between scheduled meetings, the Committee Chair, supported by the Director of Corporate Governance, may act on behalf of the Committee following consultation with the other Committee member. Any action taken will be formally recorded and reported to the next meeting for ratification.
- The Committee will undertake any other responsibilities delegated by the Board.

10. QUORUM

- A minimum of two Independent Members
- A minimum of two Executive Directors from the list above in Section 5, Attendance.
- Members with a conflict of interest will not count towards the quorum for that item or meeting.

11. SECRETARIAT AND COMMITTEE BUSINESS SUPPORT

- Secretariat support will be provided by the Corporate Governance function which will:
 - Ensure that there are appropriate arrangements in place to support Committee proceedings including alignment with relevant equality and Welsh language legislation.
 - Ensure that agendas, papers, minutes, and actions are available to the Committee in line with the standards outlined in Standing Orders and supporting documentation.
 - Arrange an agenda-setting meeting with the Committee Chair and Lead Director at least four weeks prior to each meeting.
 - Ensure that agendas are informed by the Committee work plan, matters arising, identified risks, emerging issues and requests from Committee members.
 - Circulate the agenda and timetable for paper submission to members following approval by the Chair and Lead Director,
 - Obtain approval for all papers from the relevant Lead Director prior to submission.
 - Circulate agendas and papers at least seven days in advance of the meeting.
 - Prepare a draft table of actions within two working days of the meeting.
 - Draft minutes and the action log for circulation to the Lead Director for accuracy review within seven days of the meeting, before circulation to Chair and then Committee members for comment.
 - Submit final minutes and actions to the Committee Chair for approval.
- Members should submit amendments to the Committee Secretariat within seven calendar days of receipt.

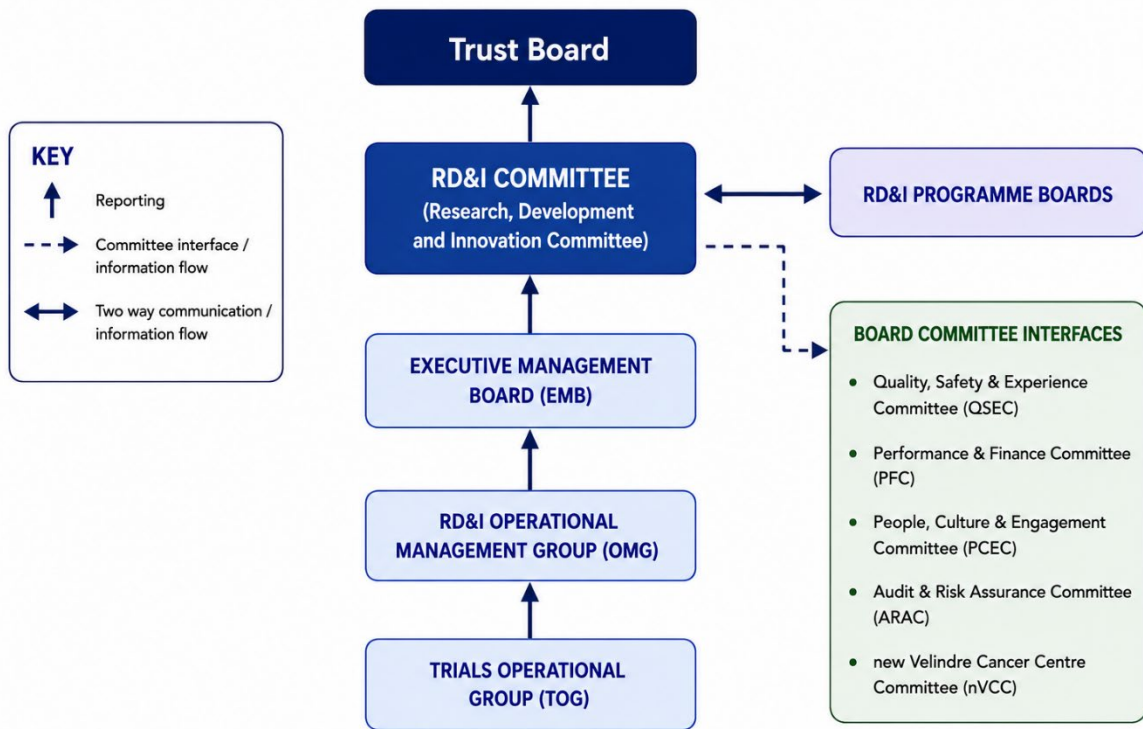
12. EFFECTIVENESS REVIEW

- At the conclusion of each meeting, the Chair will facilitate a brief reflection on the Committee's effectiveness, considering the quality of discussion, challenge and assurance; use of meeting time; strategic focus; alignment with the Committee's Terms of Reference; the quality of papers and information; member participation and behaviours; and the extent to which the meeting added value to the Board's assurance and decision-making. Opportunities for improvement will be identified, recorded and used to support the Committee's ongoing development.

- Terms of Reference for each committee will be reviewed annually and approved by the Board.
- Committees will undertake an annual self-assessment of its effectiveness and provide an annual report to the Board on its assurance activities, effectiveness, and delivery of its work programme.

APPENDIX 2

RD&I Committee governance structure and reporting arrangements



nVCC governance structure and reporting arrangements

