

Terms of Reference

People and Culture Committee | Pwyllgor Diwylliant a Phobl

1. Constitution

- 1.1. A Committee of the Board known as the **Pwyllgor People and Culture / Diwylliant a Phobl Committee** (the Committee) has been established with the following Terms of Reference and Standing Orders, first agreed by a resolution of the Board dated 18 April 2024.

2. Purpose, responsibilities, duties

- 2.1. The Committee is a standing committee that has oversight of the strategy relating to people and organisational development, well-being, equality and diversity within the Commission for Tertiary Education and Research ('Medr').
- 2.2. It is responsible for ensuring the *People and Culture Strategy* is aligned to Medr's vision and values and the organisation is highly effective and a trusted regulator.
- 2.3. The Committee will monitor and advise on the performance of Medr's *People and Culture Strategy*, specifically in relation to:
 - A) Culture and values
 - B) Policy, practice and performance in relation to staff recruitment and retention
 - C) Policy, practice and performance in relation to staff reward and recognition, making recommendations to the Board on a framework for the pay and grading of staff. Reviewing and advising the Board on Medr's approach to performance management and how these processes align with organisational values and objectives.
 - D) Policy, practice and performance in relation to equity, diversity and inclusion
 - E) Policy, Practice and performance in relation to health, well-being and safety
 - F) Nominations for future board and committee membership;
 - G) The Welsh language and bilingualism
 - H) Ensuring Medr has the capacity and capability to meet its strategy aims and become a highly effective organisation and trusted regulator
 - I) Horizon scanning to ensure Medr remains effective and compliant (e.g. *recruitment trends, policy or legislative change in relation to pay, unions etc.*)
 - J) Monitor performance indicators in relation to the delivery of the People and Culture Strategy (e.g. *people survey results and other measures*)
 - K) Manage risks in relation to the development of people and organisational development
 - L) The embedding of meaningful social partnership in culture, operating practices and ways of working.

[See end of document for more detail on each of the above key responsibilities]

3. Standing Orders

- 3.1. Medr's Committee Standing Orders shall apply.

4. Membership

- 4.1. The Committee shall comprise between four and 11 members, constituted as follows:

Medr Board members

- Up to 3 ordinary members of the Board, one of whom will chair the Committee
- Chief Executive [*noting that the Chief Executive is not in attendance for any matter relating to their remuneration package or performance review*]
- Chair of the Board (*ex officio*)
- Staff representative: Associate Staff Member of the Board

Independent committee members

- Up to 3 co-opted members

- 4.2. The Committee acknowledges the importance of diversity in its composition and is committed to fostering an inclusive environment where all voices are heard and valued. The Committee will seek to ensure that its membership is representative of a diverse range of backgrounds and experiences. The Committee will welcome enquiries / applications for membership in both Welsh and English and will encourage applications from individuals from groups that are currently underrepresented on the Committee.

5. Attendance at meetings

- 5.1. The following Medr staff shall normally attend each meeting of the Committee:
- Chief Operating Officer
 - Board Secretary, who will be the secretary to the Committee
 - *Other members of staff - TBC*

6. Quorum

- 6.1. The quorum for Committee meetings is three members, including the Committee Chair or their nominee, one other ordinary Board member, and the Chief Executive or their nominee.
- 6.2. If a quorum is not present at a meeting of the Committee, the Chair or their nominee shall declare that there is not a quorum present and either decide that the meeting shall stand adjourned or proceed with the meeting but defer any decisions to the next quorate meeting. The consideration of any business not transacted shall be adjourned to a date and time to be fixed by the Chair of the Committee, or to the next meeting of the Committee.

7. Frequency of meetings

- 7.1. The Committee will meet at least four times per year.

8. Authority

- 8.1. The Committee is authorised to obtain independent professional advice if it considers this to be necessary, in accordance with the Medr Committee Standing Orders.

9. Reporting

- 9.1. Minutes of the meeting of the Committee will be circulated to the next meeting of the Committee, and also to the Medr Board following approval by the Chair of the Committee.
- 9.2. The Committee will submit an annual report to the Board on the discharge of its duties.

10. Review

- 10.1. The Committee Terms of Reference and membership will be reviewed annually, and any proposed changes submitted to Board for approval.
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Purpose, responsibilities, duties DETAILED

The responsibilities of the Committee shall be to:

A) Culture and values

- i) Oversee how Medr's values are incorporated into the culture and behaviours of the organisation including its governance arrangements.
- ii) Consider how the decisions of the Board and its committees adhere to the Principles of Public Life (Nolan Principles) and the values of Medr.
- iii) Assess how the performance measures in place are evidencing the embedding of Medr values into the behaviours of the organisation and the wider post tertiary community regulated by Medr and advise on where performance improvement is needed.

B) Policy, practice and performance in relation to staff recruitment and retention (for example, consideration of how Medr attracts and retains talent; succession planning; monitoring staff engagement and satisfaction).

C) Policy, practice and performance in relation to staff reward and recognition, making recommendations to the Board on a framework for the pay and grading of staff. Reviewing and advising the Board on Medr's approach to performance management and how these processes align with organisational values and objectives.

- i) Develop and advise the Board on a long-term people strategy for Medr as an organisation; oversee the overall reward strategy, job evaluation scheme and Terms and Condition for all staff employed by Medr.

- ii) Approve on behalf of the Board such policies and procedures in respect of employment ensuring that they are appropriate and reflect best practice
- iii) Approve on behalf of the Board such policies and procedures which could potentially lead to the dismissal of an employee, except where the Board specifically determines that matters be reserved for Board approval.
- iv) Make recommendations to the Board on a framework for the pay and grading of staff (reflecting any necessary approvals from Welsh Government) and terms and conditions of employment of staff including overall pay strategy, pension scheme provision (*noting responsibilities below on Senior Staff Pay*). The Committee advises the Board on the annual staff pay award.
- v) Make recommendations to the Board on:
 - a) procedures relating to the conduct of staff including those relating to grievance
 - b) procedures relating to the dismissal of staff
- vi) Receive regular reports on staffing matters, including the staff profile of Medr.
- vii) Advise the Board on any other matter referred to it by the Board.

Senior staff performance and pay considerations:

- viii) Review the performance, including the objectives and assessment criteria, and remuneration of the Chief Executive, Chief Operating Officer and Executive Directors, and make recommendations to the Board.
- ix) Receive, not less frequently than annually, a report from the Chief Executive on the remuneration of other senior staff and senior post holders, as recommended by the Chief Executive, and approve (or not) the recommendations regarding the Chief Operating Officer and Executive Directors.
- x) Make recommendations to the Board on severance payments to senior post holders
- xi) Receive information on severance payments to other senior staff whose salaries are reported to the Committee.
- xii) Consider institutional interest, sustainability and reputation as well as the public interest and the safeguarding of public funds as part of its deliberations including comparative information to inform its decisions
- xiii) Consider recommendations from Chair of the Board regarding remuneration package and performance reviews of CEO and provide advice to the Board. Noting that CEO is not present for any discussions regarding their remuneration package or performance.

D) Policy, practice and performance in relation to equity, diversity and inclusion

- i) Advise the Board on the promotion of equity, diversity and inclusion and the implementation of our Strategic Equality Plan.

- ii) Advise the Board on equity considerations as they relate to staffing matters and also in relation as to how equity should inform its decision making.
- iii) Monitor delivery of legal and moral responsibilities including progress on delivery of the Anti-Racist Wales Action Plan 2030.

E) Policy, practice and performance in relation to health, well-being, safety and environmental matters

- a) Approve health and safety policy for Medr and keep under review and advise the Board on arrangements for health and safety within Medr, ensuring that they comply with relevant health and safety legislation.
- b) Receive regular reports on health, well-being, safety, sustainable development and environmental matters [*as per Well-being of Future Generation Act requirements*]. Recognising CEO responsibility for health and safety, committee need to be satisfied that the following are effectively planned and delivered:
 - ensuring a formal risk assessment programme is carried out for all identified tasks with significant risks and the resulting risk control measures effectively implemented, including those for non-routine tasks;
 - carrying out an annual review of the health and safety risk profile within Medr;
 - ensuring all accidents, work-related diseases, dangerous occurrences and near-misses are properly investigated and reported;
 - implementing and monitoring a Health and Safety Action Plan and providing assurances to Management Team through the Annual Report on whether policy commitments have been met; and
 - promoting health, safety and environmental issues within Medr.
- c) Advise the Board on any matter referred to it by the Board.

F) Nominations for future Board and committees' membership

- a) Advise the Board, which in turn through the Chair advises the Minister, on the recruitment needs of the Board to aid succession planning, including evaluating the balance of skills, knowledge and diversity on the Board.
- b) Provide oversight and advice on ensuring equity, diversity and inclusion in relation to the membership of Board committees.
- c) Advise the Board on its committee structure and general governance matters

G) The Welsh language and bilingualism

- a) Advise the Board as appropriate on issues relating to the Welsh language and bilingualism.
- b) Monitor and advise the Board on implementation of Medr's Welsh language standards.

- c) Advise the executive on workforce planning requirements to ensure it is able to fulfil its duties in operating bilingually and offering Welsh language services.
 - d) Advise the executive on the promotion of the Welsh language internally and externally.
 - e) Display leadership and promote the positive ethos of bilingualism in the workplace.
 - f) Receive reports on broader Welsh language policy developments, including, but not limited to, Cymraeg 2050 and the proposed Welsh Language Education Bill, and advise the Board as necessary as to their import for Medr's own policies and practices.
- H) Ensuring Medr has the capacity and capability to meet its strategic aims and become a highly effective organisation and trusted regulator**
- I) Horizon scanning to ensure Medr remains effective and is able to deliver its People and Culture Strategy (e.g. recruitment trends, policy or legislative change in relation to pay, unions etc.)**
- J) Monitor performance indicators in relation to the delivery of the People and Culture Strategy (e.g. people survey results and other measures)**
- K) Monitor risks in relation to the development of people and organisational development and consider actions by CEO and senior leadership team to manage risks**
- L) The embedding of meaningful social partnership in culture, operating practices and ways of working.**
- a) Consider regular updates from the Social Partnership Forum

Version control information:

Originally approved by Board: April 2024

Update August 2024 to replaced references to 'CTER' w/ 'Medr'.

Reviewed by Committee at its first meeting 20 September 2024, following which some changes made

Updated Terms reviewed by Committee at its meeting on 20 February 2025 and approved by the Board 13 March 2025