



TERMS OF REFERENCE

REMUNERATION COMMITTEE

1.0 CONSTITUTION

- 1.1 The Board hereby resolves to establish a Committee of the Board to be known as the Remuneration Committee (The Committee)
- 1.2 The Committee is a committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference or as may be delegated by the Board on an ad hoc basis.

2.0 MEMBERSHIP OF THE COMMITTEE

- 2.1 The Committee shall be appointed by the Board from amongst the Non-Executive directors of the Trust and shall consist of not less than three members. A quorum shall be two members
- 2.2 The Chair of the organisation shall be Chair of the Committee.

3.0 ATTENDANCE AT MEETINGS

The Chief Executive and Director of Human Resources and Corporate Services shall normally attend meetings.

The Corporate Administration of the Trust shall provide secretarial support to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chair and committee members.

4.0 FREQUENCY OF MEETINGS

Meetings shall be held not less than two times a year.

5.0 AUTHORITY

The Committee's primary role is to advise the Board about appropriate remuneration and terms of service for the Chief Executive and all other direct reports to the Chief Executive. Advice to the Board on remuneration should include all aspects of salary (including any performance-related elements/bonuses and any allowances), provisions for other benefits

including pensions and cars, as well as arrangements for termination of employment and other contractual terms.

The Board will always retain responsibility for such control and will act after taking account of the recommendations and assurances of the Committee. The Committee, therefore, does not have the executive authority of the Board, but does have sufficient membership, authority and resources to perform its role independently and effectively.

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request 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 this necessary.

6.0 DUTIES

The duties of the Committee can be categorised as follows:

6.1 Recommend to the Board about appropriate remuneration and terms of service for the Chief Executive and Executive Directors employed by the Trust, having proper regard to the Trust's circumstances and performance. Recommendations will also take into account Directions and/or guidance issued by the Department of Health and to the provisions of any national/regional arrangements where appropriate. Matters considered shall include:-

- all aspects of salary (including any performance-related elements/bonuses)
- provisions for other benefits e.g. lease cars
- arrangements for termination of employment and other contractual terms.

6.2 Monitor and evaluate the performance management process in respect of the Chief Executive and Executive Directors (and other senior employees where appropriate). This will include:-

- Encouraging effective appraisal of staff
- Scrutinising objectives for
 - Consistency
 - Robustness
 - Alignment with Government and Departmental priorities and local priorities
- Ensuring robust process has taken place
- Monitoring for consistency of assessment
- Recommending overall banding and award for Senior Executives

- 6.3 Advise on and oversee appropriate contractual arrangements for such staff including the proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate.
- 6.4 Ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled.

7.0 REPORTING

The minutes of Committee meetings shall be formally recorded and submitted to the Board. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure to the full Board, or require executive action.

8.0 REVIEW

The Terms of Reference should be reviewed annually.

9.0 OTHER MATTERS

The Agenda shall be sent to members at least five working days before the meeting and supporting papers, wherever possible, shall accompany the agenda, but shall be dispatched no later than three working days before the meeting, save in an emergency.

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