

Remuneration
Committee:
Terms of
Reference



Remuneration and terms of service committee

Terms of Reference

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1 Constitution

- 1.1 The Board hereby resolves to establish a Committee to be known as the Remuneration and terms of service committee (The Committee). The Committee is a non-executive committee of the Board, which determines its Membership and Terms of Reference.

2 Delegated Authority

- 2.1 Subject to any restrictions set out in relevant legislation, the Remuneration and terms of service committee is authorised by the Board to determine any matter within its terms of reference. The Committee will take proper account of National Agreements, for example Agenda for Change and guidance issued by the Government, the Department of Health and the NHS in reaching their determinations. The Committee may seek such independent information as may be necessary to inform their recommendations.
- 2.2 The Board has authorised to the Remuneration and terms of service committee to establish sub-committees. The Remuneration and terms of service committee shall determine the membership and terms of reference of those sub-committees.

3 Accountability

- 3.1 The Remuneration and terms of service committee is accountable to the Board

4 Reporting Line(s)

- 4.1 The Committee will report in writing to the Board following each of its meetings in the form of a report from the Chair. The actions taken will be recorded in the Board's minutes. The Remuneration and terms of service committee minutes will be copied to all members of the Committee.

5 Objective(s)

- 5.1 The Remuneration and terms of service committee's primary aim is to approve the appropriate remuneration and terms of service for the Chief Executive,

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Directors and other Very Senior Managers. In addition the Committee will consider some issues in relation to all staff employed by NHS England. The Committee will have delegated powers to act on behalf of the Authority within the approved Terms of Reference.

- 5.2 The Committee shall adhere to all relevant laws, regulations and policies in all respects including (but not limited to) determining levels of remuneration that are sufficient to attract, retain and motivate executive directors and senior staff whilst remaining cost effective.

6 Duties

6.1 The Committee will:

- 6.1.1 With regard to the Chief Executive, Directors and other Very Senior Managers, all aspects of salary (including any performance-related elements, bonuses).
- 6.1.2 Provisions for other benefits, including pensions and cars.
- 6.1.3 Arrangements for termination of employment and other contractual terms (decisions requiring dismissal shall be referred to the Board).
- 6.1.4 Ensuring that officers are fairly rewarded for their individual contribution to the Authority – having proper regard to the Authority’s circumstances and performance and to the provisions of any national arrangements for such staff.
- 6.1.5 Proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate, advising on and overseeing appropriate contractual arrangements for such staff. This will apply to all NHS England staff.
- 6.1.6 Proper calculation and scrutiny of any special payments.
- 6.1.7 Approval of HR policies and procedures for all NHS England staff.
- 6.1.8 Provision of guidance and benchmarking for CCGs on pay issues as appropriate.

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7 Permanency

7.1 The Remuneration and terms of service committee is a permanent Committee.

8 Membership

8.1 Members are appointed by the Board.

8.2 Chair

8.2.1 NHS England Chair

8.3 Other Members

8.3.1 Two non executive directors

8.4 In Attendance (not members and no voting rights)

8.4.1 The Chief Executive may attend to advise the Committee for the purpose of approval of Directors' and other staff members' terms and conditions of service. The Chief Executive will not attend for discussions about his/her own remuneration and terms of service.

8.4.2 Other Directors may be invited to attend the meeting for the purpose of providing advice and/or clarification to the Committee.

9 Quorum

9.1 The meeting will be quorate if two of the Non-Executive Committee members are present.

10 Attendance

10.1 Members to aim to attend 100% of meetings.

11 Secretariat

11.1 A senior human resources professional will attend the Committee to provide expert advice on remuneration.

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12 Frequency of Meetings

12.1 The committee shall meet not less than twice a year

13 Papers

13.1 The Secretary to agree the agenda with the Chair.

13.2 Papers to be distributed to members and those in attendance 7 days in advance of the meeting.

14 Review of Terms of Reference

14.1 These terms of reference to be reviewed annually.

14.2 The outcome of that review to be reported to the Board, together with any recommendations for amendment.

14.3 These terms of reference will be reviewed more frequently should the need arise.

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