

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

1.1 NHS Hull Clinical Commissioning Group (CCG) ~~governing body~~Governing Body (known as the CCG Board) has established a Remuneration Committee in accordance with its Constitution, Standing Orders and Scheme of Delegation. These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the CCG's Constitution and Standing Orders.

1.2 The purpose of the Committee is to advise and assist the ~~governing body~~Board in meeting its responsibilities on determinations about the remuneration, fees and other allowances for employees and for people who provide services to the group and on determinations about allowances under any pension scheme that the group may establish as an alternative to the NHS pension scheme. In so doing the Committee will have proper regard to the organisation's circumstances and performance and to the provisions of any national agreements and NHS Commissioning Board (known as NHS England) guidance as necessary.

1.2 Links and interdependencies

The Remuneration Committee will provide an opinion to the Integrated Audit and Governance Committee on the adequacy of controls and assurances available with respect to those matters set out in the Remuneration Committee's Terms of Reference.

2. ACCOUNTABILITY

2.1 The Remuneration Committee is accountable to the ~~governing body~~Board for those matters detailed under Section 11 (Remit).

3. AUTHORITY

3.1 The Remuneration Committee is authorised to investigate any activity within its Terms of Reference. It may seek any information it requires from employees and all employees are directed to co-operate with any request made by the Remuneration Committee.

3.2 The Remuneration Committee is authorised and may seek independent assurance or other expert advice, as necessary, in order to meet its objectives.

4. REPORTING ARRANGEMENTS

4.1 All meetings shall be formally minuted and a record kept of all reports/documents considered.

4.2 The reporting arrangements to the ~~governing body~~Board shall be through the submission of a written Chair's Report on the progress made and assurances received to the next available governing body meeting. The report shall, where necessary, include details of any recommendations requiring ~~ratification~~approval by the ~~governing body~~Board.

4.3 The Remuneration Committee will set out an annual review of the achievement of its objectives via an annual workplan in an annual report to the ~~governing body~~Board. Copies of the minutes of the committee will be received for information at the next available meeting of the governing body.

4.4 Freedom of Information Act (FOI) requirements

The senior officer with responsibility for corporate governance will be responsible for ensuring that FOI requirements in relation to the Committee's minutes and reports are met. The chair of the committee will seek the advice of the senior officer with responsibility for corporate governance in relation to any matters where an exemption as defined within the Freedom of Information Act 2000 is believed to apply.

5. **MEMBERSHIP**

5.1 The Membership of the Remuneration Committee is listed at Appendix 1. Executive officers of the CCG are not eligible to be members. The Committee will be chaired by the lay member with responsibility for audit, remuneration and conflict of interest matters.

6. **APPOINTMENT OF CHAIRS**

6.1 The Chair shall be appointed by the ~~governing body~~Board and the Vice-Chair by the Committee.

7. **QUORACY**

7.1 The quorum for meetings shall be three members including a minimum of two lay members.

7.2 If a quorum has not been reached, then the meeting may proceed if those attending agree but any record of the meeting should be clearly indicated as notes rather than formal Minutes, and no decisions may be taken by the non-quorate meeting of the Committee.

8. **ATTENDANCE**

8.1 The Chair of the Committee may invite senior officers of the CCG, a senior HR advisor or other independent advisors to attend the Committee, as appropriate.

8.2 The Accountable Officer shall normally attend meetings, however, the CCG Conflict of Interest Policy shall remain in place for all those in attendance.

9. MEETINGS

- 9.1 The Committee shall meet not less than bi-annually and on other such occasions as agreed between the chair of the Committee and the chair of the CCG. The frequency of meeting should be such as to ensure the Committee achieves its annual workplan.
- 9.2 Meetings shall be administered in accordance with the CCG's Constitution, Standing Orders and other relevant frameworks.
- 9.3 The Accountable Officer's office will ensure suitable administrative support is provided to the Committee.

10. CONFIDENTIALITY

- 10.1 The Committee will conduct its business in accordance with the codes of conduct set out for all ~~governing body~~Board members and good governance practice as laid out in the Constitution. External or independent advisors will adhere to established standards of business confidentiality.

11. REMIT

- 11.1 The purpose of the Committee is to:
 - 11.1.1 Make recommendations to the ~~governing body~~Board on determinations about pay and remuneration for employees of the CCG and people who provide services to the CCG and allowances under any pension scheme it might establish as an alternative to the NHS pension scheme.
 - 11.1.2 ~~Determine-Recommend~~ the remuneration and conditions of service of the senior team / ~~governing body~~Board.
 - 11.1.3 Review the performance of the accountable officer and other Very Senior Manager (VSM) officers and ~~determine-recommend~~ annual salary awards, if appropriate.
 - 11.1.4 Consider the severance payments of the ~~accountable~~Accountable officer ~~Officer~~ and other senior staff, seeking HM Treasury approval, as appropriate, in accordance with the guidance 'Managing Public Money'.

12. REVIEW OF THE TERMS OF REFERENCE

- 12.1 The Terms of Reference will be reviewed not less than annually and submitted to the ~~governing body~~Board for approval ~~as necessary~~.

REMUNERATION COMMITTEE

MEMBERSHIP

Membership of the Committee is determined and approved by the ~~governing body~~Board and will comprise:

Members

- Lay Member – Audit, remuneration and conflict of interest matters (Chair)
- Lay Member – Strategic change (Vice Chair)
- Lay Member – Patient and Public ~~Participation~~Involvement
- CCG Chair

In Attendance (as and when required)

- Accountable Officer
- Associate Director of Corporate Affairs
- Other CCG senior officers, as appropriate
- Senior HR Representative ~~advisor to the CCG~~
- Other independent advisors as necessary

Nominated suitable deputies may be appointed subject to approval by the Chair.