

REMUNERATION & TERMS OF SERVICE COMMITTEE

Terms of Reference

1. CONSTITUTION

- 1.1 The Board hereby resolves to establish a Committee of the Board to be known as the [Remuneration & Terms of Service](#) Committee (The Committee). The Committee has no executive powers, other than those specifically delegated in these Terms of Reference. Its terms of reference are set out below and can only be amended with the approval of the Trust Board.

2. AUTHORITY

- 2.1 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.
- 2.2 The Committee is authorised by the Board to instruct professional advisors and request the attendance of individuals and authorities from outside of the Trust with relevant experience and expertise if it considers this necessary or expedient to carrying out its functions.
- 2.3 The Committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions.

3. PURPOSE

- 3.1 The purpose of the Committee is to provide the Board [with advice concerning the terms and conditions of employment, including the remuneration packages for the Chief executive and the Executive Directors](#). The Committee will also seek assurance on the [robustness of the plans for the delivery of Trust's reward and recognition strategy for the Chief Executive & Executive Directors](#) *NOTE: Proposals to establish any material new performance objectives or milestones will be considered by members at Clinical Leadership Executive (CLE) and resolution agreed by the Chair and lead director.*

4 MEMBERSHIP

- 4.1 The Committee will comprise of all Non-Executive Directors.
- 4.2 The Chair of the Committee will be the [Trust Chairman](#) and will be appointed by the Trust Chair. If the Chair is absent from the meeting then another Non-Executive Director shall preside.
- 4.3 A quorum will be 3 members.
- 4.4 Members should make every effort to attend all meetings of the Committee and are mandated to attend 80% as a minimum annually.

5 ATTENDANCE

- 5.1 The [Chief Executive](#) will attend the meetings [by invitation](#).
- 5.2 All other Non-Executive Directors shall be welcome to attend and all members of the Trust Board will receive papers to be considered by the Committee.
- 5.3 The Chairman and Chief Executive will be given a standing invitation to the meetings.
- 5.4 Other Executive Directors or any other individuals deemed appropriate by the Committee may be invited to attend for specific items for which they have responsibility.
- 5.5 The Trust Secretary shall be secretary to the Committee and will provide administrative support and advice.

The duties of the Trust Secretary in this regard are:

- Agreement of the agenda with the Chair of the Committee and attendees with the collation of connected papers
- Taking the minutes and keeping a record of matters arising and issues to be carried forward
- Advising the Committee as appropriate

6 FREQUENCY OF MEETINGS

- 6.1 Meetings will be held [quarterly](#), with additional meetings where necessary.

7 REPORTING AND ESCALATION

- 7.1 Following each committee meeting, the minutes shall be drawn up and submitted to the Chair of the committee in draft format. The draft minutes will then be presented at the next Committee meeting where the person presiding at it will sign them. The approved minutes will be presented to the next immediate public Trust Board meeting for information.
- 7.2 The Chair of the Committee will provide an oral report to the next Trust Board after each Committee meeting, highlighting the matters on which future focus will be directed.
- 7.3 The Chair of the Committee shall draw to the attention of the Trust Board and issues that require disclosure to the full Board or require Executive action.
- 7.4 The Committee will provide an annual report to the Trust Board on the effectiveness of its work and its findings, which is to include an indication of its success with delivery of its work plan and key duties.
- 7.5 In the event that the Committee is not assured about the delivery of the work plan within its domain, it may choose to escalate or seek further assurance in one of five ways:
- (i) insisting on an additional special meeting;
 - (ii) escalating a matter directly to the full Board;
 - (iii) requesting a chair's meeting with the Chief Executive and Chairman;
 - (iv) attending the relevant Executive committee to challenge progress directly; and
 - (v) asking the Audit Committee to direct internal, clinical or external audit to review the position

8 REVIEW

- 8.1 The terms of reference should be reviewed by the Committee and approved by the Trust Board annually.

9 DUTIES

- 9.1 [To recommend the remuneration and terms of conditions of employment for the Chief Executive and the Executive Directors](#)

- 9.2 To recommend the remuneration and terms and conditions of employment for any employees who are not subject to national terms and conditions of service.
- 9.3 To scrutinise and agree any termination payments made to the Chief Executive and Executive Directors
- 9.4 To ensure the consistent application of the Trust policy on remuneration and terms and conditions of employment for the Chief Executive and the Executive Directors.
- 9.5 To seek assurance on the robustness of the plans for the delivery of Trust's reward and recognition strategy for the Chief Executive & Executive Directors
- 9.6 To seek assurance on any additional matter referred to the Committee from the Board