

v1.0 Remuneration and Nominations Joint Working Committee

TERMS OF REFERENCE

1. Constitution

- 1.1** The Board of Directors at Sandwell and West Birmingham NHS Trust and The Dudley Group NHS Foundation Trust have resolved to establish a joint working Committee of the respective Boards to be known as the Remuneration and Nominations Joint Working Committee.
- 1.2** The Remuneration & Nominations Joint Working Committee in its workings will be required to adhere to the Constitutions of Sandwell and West Birmingham NHS Trust and The Dudley Group NHS Foundation Trust (The Trust), the Terms of Authorisation and Code of Governance issued by the Independent Regulator for NHS trusts and NHS Foundation Trusts. As a joint working committee of the Board of Directors, the Standing Orders of the Trust shall apply to the conduct of the working of the Remuneration and Nominations Joint Working Committee.

2. Purpose

- 2.1** To be responsible for identifying and appointing candidates from a diverse background to fill joint executive director positions (including the Chief Executive) working across Sandwell and West Birmingham NHS Trust and The Dudley Group NHS Foundation Trust, to oversee performance and remuneration and to keep under review and advise in the case of The Dudley Group NHS foundation Trust, the Council of Governors on the size and composition of the Board.

3. Authority

- 3.1** The Joint Working Committee is authorised to investigate any activity within its terms of reference. The scope of the Committee's remit is:
- Seek information from any employee or external adviser.
 - Obtain independent legal or professional advice.
 - The Chief Executive
 - The Executive Directors employed across both trusts, both voting and non-voting
 - *In respect of the Medical Director, to consider the non-consultant contract element of remuneration of the role. Regard will be given to the specific nature of his/her clinical and non-clinical responsibilities and the structure of his/her overall remuneration package*

4. Membership and chairmanship

The Joint Working Committee will comprise four non-executive directors, equally represented by each trust, the deputy chair from each trust and the shared chair.

The chairing of the committee will alternate between a non-executive director of Sandwell and West Birmingham NHS Trust and The Dudley Group NHS Foundation Trust. The shared Chair will not chair .

In the absence of the committee chair, the Committee will be chaired by a non-executive director appointed by the Committee

5. Attendance

- 5.1 The Chief Executive, Chief People Officer and the Associate Director of Governance /Board Secretary will attend the Committee at the invitation of the committee chair.
- 5.2 The Joint Working Committee has the power to co-opt, or to require to attend, any member of Trust staff or appropriate external advisor as felt necessary.
- 5.3 The Associate Director of Governance /Board Secretary will ensure that an efficient secretariat service is provided to the Joint Working Committee.

6. Quorum

- 6.1 A quorum shall be three non-executive directors.

7. Frequency of meetings

- 7.1 The Joint Working Committee will have at a minimum of two meetings meeting per year. Ad hoc meetings can be called by the Shared ?Trust Chair or as a result of a request from at least two members of the Joint Working Committee or the Chief Executive. The request is to be made to the joint committee Chair.
- 7.2 Additional meetings may be held at the discretion of the joint chairs of the Joint Working Committee.

8. Duties

The Joint Working Committee will:

- 8.1 To agree, and keep under review, the Remuneration Policy for jointly appointed Executive Directors and the Diversity and Inclusion Policy as it applies to joint Executive Directors.
- 8.2 To agree and keep under review succession planning for joint executive positions ensure that the overall Framework supports a proactive approach to talent and diversity management and is suitable to be applied to the shared executive role.
- 8.3 Determine the terms and conditions and pay levels and non-pay benefits for the Trust as it applies to joint Executive Directors.
- 8.4 To monitor and assess the evaluation of the performance of the shared Executive Directors.
- 8.5 Determine any monetary severance arrangements for the as it applies to shared Chief Executive and joint Executive Directors.
- 8.6 Determine the implementation of the agreed policy for any performance-related pay scheme applicable to the joint Chief Executive and Executive Directors.
- 8.7 Review pay levels annually in line with inflation and relevant labour markets.

- 8.8 To support at such time that is appropriate, review the size, structure and composition of the Board of Directors and make recommendations for joint appointments to the Board of Directors and Council of Governors, as appropriate.
- 8.9 Evaluate the balance of skills, knowledge and experience on the Board of Directors and to identify those required for joint appointments of the Non-executive Directors, Chief Executive and Executive Directors
- 8.10 Explore any reported concerns relating to the Joint Chief Executive and Executive Directors in relation to Fit and Proper Person standards.
- 8.11 To receive assurance that joint Executive Directors comply with the requirements of the Fit and Proper Person standards.
- 8.12 Consider the skills and expertise needed on the respective Boards, taking account of current and future challenges and opportunities.
- 8.13 For the appointment of joint Chief Executive and Executive Directors, to agree a job description, person specification and remuneration for the role and capabilities required.
- 8.14 Identify and nominate suitable candidates for joint Chief Executive and Executive Director vacancies.
- 8.15 To agree and manage the nominations, appointments and re-appointments processes for:
 - Joint Chief Executive
 - Joint Executive Directors

In doing this, the Joint Working Committee will agree the size and composition of the selection panel for these appointments.
- 8.16 To recommend its proposed appointment for the Chief Executive post to the The Dudley Group NHS Foundation Trust's Council of Governors for approval.

9. Reporting

- 9.1 The Joint Working Committee reports to the Board of Directors of both Trusts and the Committee Chair or the nominated meeting chair will provide a report of all meetings to the Board of Directors.
- 9.2 The Joint Working Committee will report annually to the Board of Directors of both trusts in respect of the fulfilment of its functions in connection with these terms of reference. This will include an evaluation of its performance according to a standardised framework and process.
- 9.3 There are no groups/committees which report directly into this Committee.

10. Conflict of Interests

- 10.1 The business of the Joint Working Committee will be managed and reflective of the Standing Orders of the Board of Directors at each trust.

11. Review

- 11.1 The Terms of Reference of the Committee shall be reviewed by the respective Board of Directors of each trust, at least annually.

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