

# **Remuneration Committee**

## **Terms of Reference**

**NHS St Helens CCG Remuneration Committee  
Terms of Reference**

<b>Version</b>	<b>2.1</b>
<b>Implementation Date</b>	<b>November 2018</b>
<b>Review Date</b>	<b>November 2019</b>
<b>Approved By</b>	<b>Governing Body</b>
<b>Approval Date</b>	<b>14<sup>th</sup> November 2018</b>

**REVISIONS**

<b>Date</b>	<b>Section</b>	<b>Reason for Change</b>	<b>Approved By</b>
<b>Nov 18</b>	<b>Full ToR</b>	Review and update in line with NHSE Model Constitution changes: <b>Section 3</b> – Reference to Committee remit and responsibilities. Committee role is to advise Governing Body on decisions to make.	<b>Governing Body</b>
<b>Jan 19</b>	<b>3.6</b>	Inserted statement to provide clarity on role of Committee in determining recruitment process for certain Governing Body Member roles	

**TERMS OF REFERENCE OBSOLETE**

<b>Date</b>	<b>Reason</b>	<b>Approved By</b>

The Remuneration Committee (the Committee) is established in accordance with NHS St Helens Clinical Commissioning Group's (the CCG) Constitution, Standing Orders and Scheme of Delegation. The Terms of Reference sets out the membership, remit, responsibilities and reporting arrangements of the Committee.

## **1. Membership**

- 1.1 The Committee shall be appointed by the Clinical Commissioning Group from amongst its Governing Body members.

### **Voting Membership**

3 x Governing Body Lay Members (incl CCG Chair)  
1 x GP Governing Body Member  
Secondary Care Consultant

### **Members in Attendance**

Clinical Accountable Officer (as appropriate)  
Associate Director Corporate Governance  
Appropriate HR Advisor

### **Others in Attendance**

An independent representative will be invited to attend meetings as an observer.

- 1.2 The Chair of the Remuneration Committee will be the Lay Member for Audit & Governance; if the Lay Member for Audit & Governance is not present, an alternative chair from the Lay Members present will be agreed.
- 1.3 The CCG Associate Director Corporate Governance, or a deputy, will be in attendance to administer the Committee.
- 1.4 HR support will be made available to the Committee. The HR Advisor will be responsible for supporting the Chair in the management of remuneration business and for drawing the Committee's attention to best practice, national guidance and other relevant documents as appropriate.

## **2. Quorum**

- 2.1 The quorum shall comprise a minimum of three voting members.
- 2.2 No member of the Remuneration Committee may take part in any discussion or vote on a recommendation in respect of their own remuneration or terms and conditions. A quorum for any such incidences remains a minimum of three members.
- 2.3 A recommendation may be reached by majority vote if necessary.
- 2.4 Deputising arrangements must be agreed by the Chair. Where deputies are agreed, it must be clear they have been given a mandate to make decisions by the person they represent.
- 2.5 The Chair will determine the requirement to invite the independent representative to have voting rights to support the agreement of recommendations where the removal of members with a conflict of interest would make the meeting no longer quorate.

### **3. Remit and Responsibilities of the Committee**

- 3.1 NHS St Helens Clinical Commissioning Group's Remuneration Committee will be accountable to the CCG's Governing Body.
- 3.2 Section 14M of the NHS Act 2006 (as amended) provides that the Remuneration Committee has the function of making recommendations to the governing body about the exercise of its functions under section 14L(3)(a) and (b) i.e. its functions in relation to:
- Determining the remuneration, fees and allowances payable to employees of the CCG and to other persons providing services to it; and
  - Determining allowances payable under pension schemes established by the CCG
- 3.3 The Committee will make recommendations on any severance payments.
- 3.4 The Committee will address any pay and conditions of service related issues including, but not limited to, the following:
- Contractual notice period
  - Subsistence and expenses
  - Redundancy and compensation
  - Performance related pay
  - Annual inflationary uplifts
  - Which posts are subject to Remuneration Committee determination
  - Additional payments for supplementary work and complexity
  - Reduced payments for developmental periods
  - Benchmarking and review of remuneration levels
- 3.4 In making its recommendations the Committee will take into account:
- Provisions of any national guidance arrangements
  - Relevant legislation (in particular anti-discrimination and equal pay legislation)
  - Best practice and affordability
  - Employee relations and relevant staffing matters within the CCG
  - Remuneration levels elsewhere in the NHS and other relevant labour markets
  - Trends and developments in non-pay benefits and terms and conditions
  - Organisational Performance
  - Auditor requirements
  - Existing terms and conditions of service
- 3.5 The Committee will determine any requirements for patient and public involvement as it conducts its business.
- 3.6 The committee will determine the appointment process for the recruitment of the Governing Body members and any other Clinical Leaders; however will include an assessment of each candidate against competencies required and published for the role, and formal interviews to be undertaken.

### **4. Administration**

- 4.1 The Committee will be supported by an appropriate Secretary who will be responsible for supporting the Chair in the management of the Committee's business. The Secretary will take minutes and distribute all papers.
- 4.2 The CCG Associate Director Corporate Governance, or a deputy, will be in attendance to administer the Committee.

## **5. Frequency and notice of meetings**

- 5.1 The Committee shall meet at least once annually. The Chair reserves the right to call an extraordinary meeting in order to ensure the functions of the Committee are met in a timely manner. Members shall be notified at least 10 days in advance that a meeting is due to take place.
- 5.2 Agendas and reports shall be distributed to members 5 working days in advance of the meeting date.

## **6. Reporting**

- 6.1 Recommendations from the Remuneration Committee will be presented through a Key Issues Report to Governing Body (public meeting, unless there is a need for confidentiality, in which case they will be presented to the Private Governing Body meeting).

## **7. Conduct**

- 7.1 All members are required to make open and honest declarations of the interest at the commencement of each meeting or to notify the Committee Chair of any actual, potential or perceived conflict in advance of the meeting.
- 7.2 All members are required to uphold the Nolan Principles and all other relevant NHS Code of Conduct requirements. Declarations of interest made during the meeting will be formally recorded, including the actions taken in the management thereof and followed by written declarations within 5 working days of the meeting. Any failures to disclose, or other breaches of the policy, must be reported to the Associate Director Corporate Governance, in the first instance.

## **8. Date and review**

- 8.1 The Committee will review its own performance, membership and terms of reference periodically. Any resulting changes to the Terms of Reference will be approved by the Governing Body.

Date Ratified: November 2018  
Review Date: November 2019