

REMUNERATION AND TERMS OF SERVICE COMMITTEE

TERMS OF REFERENCE

Revised at Remuneration Committee Meeting
on 18 May 2016

(Approved at Trust Board on 9 June 2016)

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CONSTITUTION

1. The Trust Board hereby resolves to establish a Committee of the Trust Board to be known as the Remuneration and Terms of Service Committee (The Committee).

MEMBERSHIP

2. The Committee comprises:

The Chairman and three Non-Executive Directors

3. The Chief Executive, or other Executive Directors, may be invited to attend the Committee in an advisory capacity but will withdraw when a matter concerning his/her remuneration package, terms of service or other matter of individual confidentiality is being discussed or documented.
4. The Director of Human Resources will also attend the Committee as adviser.

QUORUM

5. No business shall be transacted at a meeting unless the Chairman or Vice Chairman (if designated) and two Non-Executive Directors are present for the whole meeting.

FREQUENCY

6. The Committee will meet as required by the Chairman and will meet on at least one occasion per year.

AUTHORITY

7. The Committee is authorised by the Trust Board to undertake any activity within its terms of reference. In particular it may:
 - Seek advice from whatever source it deems to be appropriate in order to fulfil its function.
 - Authorise the Chief Executive and Director of Human Resources to implement remuneration approved by the Board, providing the sums are within the delegated powers in the Standing Orders and Standing Financial Instructions and are in line with DHSS&PS guidance.

DUTIES

8. The main functions of the Committee are:
 - To advise the Board on performance, development and appropriate remuneration and terms of service for the Chief Executive and all Senior Executives, guided by DHSS&PS policy and best practice. Advice to the Trust Board on remuneration includes all aspects of salary as well as arrangements for termination of employment and other contractual terms.
 - To ensure robust objectives, performance measures and evaluation processes are in place within the Trust in respect of Senior Executives.
 - To make such recommendations to the Trust Board on the remuneration, allowances and terms of service of the Chief Executive and, on the advice of the Chief Executive, other Senior Executives.
 - To ensure that the Chief Executive and Senior Executives are fairly rewarded for their individual contribution to the organisation having proper

regard to the organisation's circumstances and performance and to the provision of national arrangements.

- To monitor and evaluate the performance and development of the Chief Executive and on the advice of the Chief Executive, the other Senior Executives of the Trust.
 - To advise the Trust Board and oversee appropriate contractual arrangements for the Chief Executive and Senior Executives including the proper calculation and scrutiny of termination payments taking account of relevant guidance as appropriate.
9. The Chief Executive is responsible for ensuring that the Director of Human Resources brings forward the necessary information in a timely manner to enable the Committee to discharge its functions and takes appropriate follow-up action.

REPORTING

11. Formal minutes will be recorded of each meeting of the Committee and, with the exception of items of individual confidentiality, will be distributed to the members of the Committee and presented to the next Trust Board meeting.
12. The Committee will report in writing to the Trust Board at least annually the basis for its decisions and recommendations.