

Remuneration Committee

Terms of Reference

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Terms of Reference for the Remuneration Committee

A. Overall aim or purpose:

The Board hereby resolves to establish a Committee of the Board to be known as the Remuneration Committee. The overall aim of the Remuneration Committee is:

- To advise the Board about appropriate remuneration and terms of service for the Chief Executive, Executive Directors, Associate Directors, Senior Managers and the wider workforce; and
- To independently to monitor, review and report to the Board on the processes of remuneration and certain other relevant workforce issues.

B. Key objectives:

The Remuneration Committee's key objective is to:

- determine the remuneration packages for executives, senior managers and, where appropriate, the wider workforce and to report to the Board the decision taken at that committee.

C. Specific areas of responsibility:

The Remuneration Committee's significant role is in regard to determining the pay and conditions of Board members and very senior managers and approving the annual pay uplifts for the wider workforce. In doing so it will:

- Advise the Board about appropriate remuneration and terms of service for the Chief Executive, other Executive/Associate Directors employed by the Trust and other senior employees.
- Advise the Board about all aspects of salary including; annual pay uplifts, 'benefits in kind' and any performance related elements and bonuses
- Advise the Board about provisions for other benefits including pensions and cars
- Advise the Board about arrangements for termination of employment and other contractual terms
- Make recommendations to the Board on the remuneration and terms of service of Executive/Associate Director members of the Board (and other senior employees) to ensure they are fairly rewarded for their individual contribution to the Trust – having proper regard to the Trust's circumstances and the performance of senior employees and to the provisions of any national arrangements for such members and staff where appropriate
- Advise on appropriate contractual arrangements for such staff including the proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate.

In addition, the Remuneration Committee is authorised by the Board to advise them 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 cooperate with any request made by the Remuneration Committee.

The Remuneration Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary in furtherance of its duties.

D. Chair:

The Remuneration Committee shall be chaired by the Trust Chair and in his/her absence, by the Deputy Chair.

E. Members:

The Remuneration Committee shall be appointed by the Board from amongst the Non Executive Directors of the Trust and shall consist of not less than 3 members, including the Chair.

F. Accountable to:

The Remuneration Committee is responsible to the Board. The minutes of the Committee meetings shall be formally recorded and submitted to the Board.

G. Accountable for:

There are no formal lines of accountability between the Remuneration Committee and other Trust Committees. The Remuneration Committee interacts with other Trust Committees through cross attendance.

H. Roles

Minutes and administration of the meetings is undertaken through the office of the Director of Human Resources.

I. Frequency of Meetings:

Meetings will be held not less than twice a year. The Trust Chair may request a meeting if they consider that one is necessary.

J. Frequency of Attendance:

All Committee members will be expected to attend at least one meeting a year.

K. Quorum:

A quorum shall be 2 Non Executive Directors (one of whom must be the Chair or Deputy Chair).

L. Record Keeping:

Archives of minutes and papers relating to the Remuneration Committee are maintained by the Director of Human Resources.

M. Lifespan of meeting:

The Remuneration Committee is a standing committee of the Trust Board. It will continue to meet in accordance with these Terms of Reference until the Trust

Board determines otherwise.

N. Other matters: attendance

The Chief Executive, Director of Human Resources and other Directors or members of staff will be invited to attend where appropriate. The Committee may choose to invite external organisations and individuals to present issues and reports from time to time.