

## Remuneration Committee: Terms of Reference

### A. Overall aim or purpose:

The Council of Governors hereby resolves to establish a Committee to be known as the Remuneration Committee. The overall aim of the Committee is to ensure an appropriate level of remuneration and allowances for the Chair and Non-Executive Directors of the Trust Board.

### B. Key objectives:

The Remuneration Committee's key objective is reviewing the levels of remuneration and allowances for the Chair and Non-Executive Directors on an annual basis.

### C. Specific areas of responsibility:

The duties of the Committee will include the following:

- consider annually the level of remuneration of the Chair and Non-Executive Directors;
- make recommendations to the Council of Governors on any increases in remuneration; and
- undertake, at least every three years (and when it is intended to make a material change to remuneration), an assessment of remuneration levels (this will be through the use of external professional advisers).

### D. Chair:

The Chair of the Committee will be appointed by the Council of Governors at a formal meeting. In the absence of the Chair, the meeting will elect a Chair for the purpose of the meeting.

### E. Members:

The Committee shall consist of not less than five-four Governors appointed by the Council of Governors at a formal meeting. At least one member of the Committee should have a sufficient and appropriate understanding of remuneration and financial matters. Membership of the Committee will be disclosed in the Annual Report.

### F. Accountable to:

The Remuneration Committee is accountable to the Council of Governors. The minutes of the Remuneration Committee shall be formally recorded and submitted to the Council of Governors.

### G. Accountable for:

There are no formal lines of accountability between the Remuneration Committee and other Governor Committees.

### H. Roles

The duties of the Chair of the Committee will be to:

- ensure that the Governors are informed as to the deliberations of the Committee;
- ensure that minutes of the Committee are an accurate reflection of discussions;
- attend or designate another member of the Committee to attend ~~public~~ meetings of the Council of Governors as appropriate, to answer any questions related to the work of the Committee; and
- submit a report on the work of the Committee to the Council of Governors.

Minutes and administration of the meeting are undertaken through the Trust Secretary.

#### **I. Frequency of Meetings:**

The Remuneration Committee will meet at least once a year or as required, at a place and time determined by the Committee.

#### **J. Frequency of Attendance:**

Members of the Committee will be expected to attend at least one meeting a year. Attendance will be monitored by the Trust Secretary.

#### **K. Quorum:**

~~Four~~ Three members of the Committee will constitute a quorum. The Chair of the Committee will have a casting vote if necessary.

#### **L. Record Keeping:**

Archives of minutes and papers relating to the Remuneration Committee are ~~kept on the intranet~~ available from the membership office.

#### **M. Lifespan of meeting:**

The Remuneration Committee is a standing committee of the Council of Governors. It will continue to meet in accordance with these Terms of Reference until the Council of Governors determines otherwise.

#### **N. Other matters: attendance**

The Trust Secretary and/or Deputy Trust Secretary will be in attendance at all meetings. Should a member of the Committee not be able to attend a meeting, they can nominate another Governor to attend and, if necessary, vote in their place.

#### **O. Monitoring arrangements**

All elements of the Remuneration Committee Terms of Reference will be monitored annually by the Trust Secretary and reported in the Council of Governors through its Annual Report to the Trust Board.