

**Council of Governors – Remuneration Committee**  
**(To be ratified by the Council of Governors on 1 July 2021)**

**Terms of Reference**

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<b>Job title of author:</b>	Director of Corporate Affairs
<b>Job title of responsible Director:</b>	Chair of the Council of Governors Chair of the Trust
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<b>Frequency of review:</b>	Annual
<b>Amendment Summary:</b> 6.3 Duties of the Committee: Two additions about the duties of the Committee shown in red.	

**1 Name of Group**

Council of Governors Remuneration Committee.

**2 Composition of the Group**

The Committee will consist of five members who will be Governors, one of whom will be the Lead Governor, or the Deputy Lead Governor should the Lead Governor be unavailable. Membership will be disclosed in the Annual Report and Accounts.

Membership of the Committee shall be reviewed annually. Governors wishing to express an interest in joining the Committee shall discuss their nomination with the Lead Governor, and Chair of the Trust.

The Chair of the Trust shall attend each meeting in their role of Chair of the Council of Governors. The Director of Corporate Affairs, as the Trust Board Secretary, shall attend each meeting and provide appropriate advice and support to the Chair of the Trust and Council members. The Corporate Governance Manager as the Deputy Trust Board Secretary will be in attendance at attend each meeting.

Members of the Council of Governors must ensure that wherever possible they attend every Council meeting. Attendance will be monitored by the Corporate Governance Manager and Deputy Trust Board Secretary, who will act accordingly by means of escalating appropriate information to the Chair of the Trust as it arises.

### 3 **Quoracy**

No business shall be transacted at a meeting unless at least two Governors are present. If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest he/she shall no longer count towards the quorum. The Chair of the Committee will have a casting vote if necessary.

**Chair:** The Chair of the Trust will be the Chair of the Committee. In the absence of the Chair, those present at the meeting will elect a Deputy Chair for the purpose of the meeting from the Governors.

**Deputies:** For quoracy purposes, another Governor can be invited to attend a Committee meeting in the absence of a Committee member.

**Non-quorate meeting:** Non-quorate meetings may go ahead unless there has been an instruction from the Chair not to proceed with the meeting. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting.

### 4 **Meetings of the Committee**

**Frequency:** The Remuneration Committee will meet as required, at a place and time determined by the Committee.

A full set of papers comprising the agenda, minutes of the previous meeting and associated reports and papers will be sent to all Governors in a timely manner.

**Urgent meeting:** Any Governor may, in writing to the Chair, request an urgent meeting. The Chair will normally agree to call an urgent meeting to discuss the specific matter unless the opportunity exists to discuss the matter in a more expedient manner.

**Minutes:** Corporate Governance shall ensure the minutes of the meeting are taken.

### 5 **Authority**

**Establishment:** The Trust shall establish a Remuneration Committee to support the Council of Governors to fulfil some of its duties. The Council of Governors is established in accordance with the requirements of the NHS Act 2006, and paragraph 11 of its Constitution.

**Powers:** Its powers are detailed in the NHS Act 2006; Monitor (NHS Improvement's) NHS Foundation Trusts' Code of Governance; and the Trust's Constitution.

**Cessation:** 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.

## **6 Role of the Group**

### **6.1 Purpose of the Group**

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.

### **6.2 Guiding principles for members (and attendees) when carrying out the duties of the Remuneration Committee**

In carrying out their duties, members of the Committee and any attendees must ensure that they act in accordance with the values of the Trust which are:

- we care
- we listen
- we deliver.

Governors must also abide by the "Council of Governors' Code of Conduct which all Governors will sign as part of their induction.

### **6.3 Duties of the Committee**

The Council of Governors will be required to carry out a number of statutory duties under the NHS Act 2006 (as amended by the Health and Social Care Act 2012). The Remuneration Committee's key objective is reviewing the levels of remuneration and allowances for the Chair and Non Executive Directors.

The duties of the Committee will include the following:

- to consider annually the level of remuneration of the Chair and Non Executive Directors **including any supplementary payments.**
- make recommendations to the Council of Governors on any increases in remuneration.
- 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). If an external

assessment is not deemed necessary, ensure the reason(s) for this are incorporated into the minutes of the meeting and reported through the Annual Report.

- to review the performance objectives and appraisal process for the Chair and Non Executive Directors prior to submission to the Council of Governors and NHS Improvement.

7 Relationships with other groups and committees



## **8 Duties of the Chair**

The Chair of the Remuneration Committee shall be responsible for:

- agreeing the agenda with Corporate Governance with support from the Director of Corporate Affairs (as the Trust Board Secretary)
- directing the meeting ensuring it operates in accordance with the Trust's values whilst ensuring all attendees have an opportunity to contribute to the discussion
- giving direction to the Corporate Governance Manager and Deputy Trust Board Secretary acting as the meeting Secretariat, and reviewing the draft minutes
- ensuring the agenda is balanced and discussions are productive
- ensuring sufficient information is presented to the Board of Directors in respect of the matters discussed by the Committee.

## **9 Reviews of the terms of reference and effectiveness**

The Terms of Reference shall be reviewed by the Corporate Governance Manager and Deputy Trust Board Secretary annually with recommendations presented to the Council of Governors for ratification.