



## REMUNERATION COMMITTEE TERMS OF REFERENCE

### 1. Constitution:

The Board of Directors (“the Board”) hereby resolves to establish a committee of the Board to be known as the Remuneration Committee (“the Committee”) as a formally constituted committee of the Board.

The Committee has no executive powers other than those specifically delegated to it via these terms of reference. The Standing Orders adopted by the Board are applicable to the Committee in as far as they are relevant.

### 2. Authority:

The Committee is authorised by the Board to investigate any activity within its terms of reference and is authorised to seek any information that it requires from any member of staff. All members of staff are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain legal or other independent professional advice and to secure the attendance of others from outside of the Trust with relevant experience and expertise if it considers this necessary. Any such advice must be commissioned in line with the trust’s Standing Financial Instructions and related procedures.

### 3. Purpose of the Committee:

The Committee’s primary aim is to approve the appropriate remuneration and terms of service for the Chief Executive and executive directors of the Board and any staff subject to Very Senior Management (VSM) pay, and to ensure that the process for appointing board members is robust and ensures that the board retains sufficient skills at all times.

### 4. Membership and Quorum:

Membership of the Committee will be appointed by the Board and shall comprise:

- Deputy Chair (Chair)
- 3 Non-Executive Directors

#### 4.1 Attendees:

- Chief People Officer or their nominated deputy
- The Chief Executive Officer and other executive directors may attend but will withdraw when their own remuneration packages are under discussion

## **4.2 Quorum**

A quorum shall be the Non-Executive Chair plus one Non-Executive member.

In the absence of a quorum, meetings shall continue to be held, at the discretion of the Chair but no decisions shall be taken. Lack of quoracy will be reported to the Trust Board.

## **5. Frequency:**

The Committee shall meet at least annually to discuss executive director remuneration and performance, but additional meetings will be called when decisions are required as set out in these terms of reference, when required.

## **6. Reporting to the Board:**

The Chair of the Committee will report in writing to the Board at the Board meeting that follows the Committee meeting. This report will summarise the main issues of discussion and the Chair of the Committee will ensure that any attention is drawn to any issues that require Board or Executive action.

## **7. Sub-Groups:**

The Committee is authorised to establish short life task and finish Groups to support its work. subject to terms of reference that shall be approved by the Committee but shall not delegate the powers conferred upon it by these terms of reference to any other body without the express authorisation of the Board.

## **8. Duties/Responsibilities:**

The Committees primary responsibilities relate to the remuneration and terms and condition of the Chief Executive Officer and Executive Directors.

In respect of the Chief Executive Officer and Executive Directors (voting and non-voting) the Committee will:

- Approve appointments to the board
- Approve remuneration and terms and conditions, subject to NHSE Guidance on Very Senior Manager (VSM) Pay Frameworks/guidance and taking into account performance appraisal and evaluation
- Determine the skillset and person specification for posts to ensure an effective skill mix
- Approve the selection and recruitment process
- Approve any contractual termination or redundancy packages
- Ensure there are appropriate succession planning arrangements in place

## **9. Delegation:**

By approval of these terms of reference the Board delegates the duties and responsibilities outlined in section 8 to the Committee.

**10. Effectiveness**

The committee will review its own performance and these terms of reference on an annual basis and will prepare a report for the Trust Board, describing its work and proposing any changes to these terms of reference.

**11. Administration:**

A member of the Corporate Governance Team will act as Committee Secretary and will agree the agenda with the Chair of the Committee, in conjunction with the Deputy Chief Executive Officer.

**12. Review:**

These terms of reference will be reviewed in November 2026 unless there is a requirement to do so earlier.

<b>Date of Remuneration Committee approval</b>	November 2025
<b>Date of Trust Board Approval</b>	November 2025

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**Author: Becky Murray, Chief Governance Officer**