

## **Remuneration Committee Terms of Reference**

### **1. Introduction**

The Remuneration Committee (the committee) is established as a committee of the Governing Body of NHS North Tyneside Clinical Commissioning Group, in accordance with constitution, standing orders and scheme of delegation.

These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the committee and shall have effect as if incorporated into the CCG constitution and standing orders.

### **2. Principal Function**

The remuneration committee is an advisory committee which makes recommendations to the CCG board on determinations about the remuneration, fees and other allowances for employees and for people who provide services to the group and on determinations about allowances under any pension scheme that the group may establish as an alternative to the NHS pension scheme.

In addition, the CCG Governing Body has conferred or delegated the following functions, connected with the CCG Governing Body's main function, to its remuneration committee:

- Approving severance payments of the Chief Officer, the Chief Finance Officer and of other staff in line with Treasury guidance.

### **3. Membership**

The membership of the committee will consist of:

- All of the Lay members of the NHS North Tyneside Clinical Commissioning Group

The committee will be chaired by the Lay Member of North Tyneside CCG who is the Deputy Chair.

The Chair has the responsibility to ensure that the Committee obtains appropriate advice in the exercise of its functions.

The Chief Officer will be the lead officer for the committee and will be invited to attend all meetings; he or she will withdraw for discussions relating to his or her own remuneration.

Other officers, employees, advisors and practice representatives of the CCG may be invited to attend all or part of meetings of the committee to provide advice or support particular discussion from time to time. They will not be in attendance for discussions about their own remuneration or terms of service.

Those invited to attend will not be entitled to vote.

#### **4. Secretarial support**

The Head of Governance will be Secretary to the Committee and shall ensure that a minute of the meeting is taken and provide appropriate support to the Chair and Committee members.

#### **5. Frequency of meetings**

Meetings will be held as and when required, but not less than once per financial year. There will be no more than 15 months between meetings.

Members will be expected to attend each meeting.

In exceptional circumstances and where agreed in advance by the chair, members of the committee or others invited to attend may participate in meetings by telephone, by the use of video conferencing facilities and/or webcam where such facilities are available. Participation in a meeting in any of these manners shall be deemed to constitute presence in person at the meeting.

#### **6. Agendas and papers**

The agenda for meetings of the committee will be set by the chair.

The agenda and papers for meetings of the committee will be distributed at least 3 working days in advance of the meeting. Items for the agenda should be notified to the chair 10 days in advance of each meeting. The setting of agendas for, and minutes of, each meeting should identify where discussion should rightly be recorded as being of a confidential or commercially sensitive nature.

#### **7. Quorum and Decision Making**

The quorum will be two members.

Generally it is expected that decisions will be reached by consensus. Should this not be possible then a vote of members will be required. In the case of an equal vote, the person presiding (i.e. the Chair of the meeting) will have a second, and casting vote.

Where members are conflicted, this should be stated in any recommendation the Governing Body.

## 8. Remit and responsibilities of the committee

The committee will:

8.1 As set out in the Scheme of Delegation, make recommendations to the Council of Practices or the CCG Governing Body on the following matters:

- a) the arrangements for identifying practice members to represent practices in matters concerning the work of the Group
- b) the arrangements for appointing clinical leaders to represent the Group's membership on the Group's governing body
- c) the appointment of governing body members
- d) the process for recruiting and removing non-elected members to the governing body (subject to any regulatory requirements) and succession planning
- e) the arrangements for identifying the Group's proposed accountable officer
- f) the arrangements for determining the terms and conditions, remuneration and travelling or other allowances for governing body members, including pensions and gratuities
- g) the terms and conditions, remuneration and travelling or other allowances for governing body members, including pensions and gratuities
- h) the terms and conditions of employment for all employees of the Group including, pensions, remuneration, fees and travelling or other allowances payable to employees and to other persons providing services to the Group
- i) any other terms and conditions of services for the Group's employees
- j) the terms and conditions of employment for all employees of the Group
- k) the pensions, remuneration, fees and allowances payable to employees and to other persons providing services to the Group
- l) the disciplinary arrangements for employees, including the accountable officer (where he/she is an employee or member of the clinical commissioning Group) and for other persons working on behalf of the Group
- m) the arrangements for discharging the Group's statutory duties as an employer

8.2 In addition, the Committee has the following duties and functions:

- a) to provide advice and make recommendation to the CCG Governing Body on the appropriate remuneration and terms and conditions for the Chief Officer and other senior managers paid through the Very Senior Managers Pay Framework including:
  - all aspects of salary including any performance-related elements;
  - provisions for other benefits

- arrangements for termination of employment and other contractual terms;

b) to advise and make recommendation to the CCG Governing Body on the appropriate remuneration for the role of Deputy Chair and the remuneration and terms of appointment of any lay members and secondary care specialist doctor;

c) to advise and make recommendation to the CCG Governing Body on the appropriate remuneration for the role of Clinical Chair, Medical Director, clinical directors, clinical leads, practice managers and practice nurses who undertake sessional work for the CCG;

d) to ensure that there is proper calculation and scrutiny of termination payments taking account of such national guidance as appropriate, seeking HM Treasury approval as appropriate in accordance with the guidance 'Managing Public Money' available on the HM Treasury.gov.uk website.

8.3 The Committee will also fulfil the role associated with that of a nominations committee to oversee and where relevant lead the process for board appointments, ensure the Governing Body has the balance of skills and expertise to discharge its duties and responsibilities, and ensure succession planning for members of the Governing Body. Council of Practices approves the appointment of Governing Body members.

## **9. Reporting arrangements**

The committee reports to the CCG Governing Body. The committee will provide a report to the next meeting of the Governing Body and the Governing Body will hold the committee to account for the delivery of its remit and responsibilities.

## **10. Policy and best practice**

The committee will apply best practice in its decision making, and in particular it will:

- comply with current disclosure requirements for remuneration;
- seek independent advice about remuneration for individuals where appropriate to ensure equity and fairness;
- ensure that decisions are based on clear and transparent criteria
- comply with the CCG's policy and procedures for the declaration of interests

The committee will have full authority to commission any reports or surveys it deems necessary to help it fulfil its obligations.

## **11. Conduct of the committee**

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All members of the committee and participants in its meetings will comply with the Standards of Business Conduct for NHS Staff, the NHS Code of Conduct, and the CCG's Policy on Standards of Business Conduct and Declarations of Interest which incorporate the Nolan Principles.

The committee will review its performance, membership and these Terms of Reference at least once per financial year. It will make recommendations for any resulting changes to these Terms of Reference to the CCG Governing Body for approval.

No changes to these Terms of Reference will be effective unless and until they are agreed by the CCG Governing Body.

Date agreed: 23 September 2014

Reviewed July 2014: agreed by Governing Body 23 September 2014

Date approved by Governing Body: 27 September 2016

Date approved by Governing Body: 26 September 2017

Date approved by Governing Body: 25 September 2018

Date approved by Governing Body: 23 April 2019