

Terms of Reference

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| Name of Committee/Group | Governing Body Remuneration Committee |
| Type of Committee/Group | Committee of the Governing Body |

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| 1. Purpose of Committee/Group | <p>In accordance with paragraph 5.9.4 of the CCG's Constitution, the Committee makes recommendations to the Governing Body about the remuneration, fees and other allowances (including pension schemes) for voting members of Governing Body and employees and other individuals who provide services to the CCG and who are not contracted under the nationally determined NHS Agenda for Change terms and conditions.</p> <p>In accordance with the CCG's Standing Orders, the Committee oversees the appointment process of all Governing Body voting members.</p> |
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| 2. Authority/Accountability | <p>The Governing Body resolves to establish a committee of the Governing Body to be known as the Remuneration Committee (the "Committee") in accordance with the CCG's Constitution. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee.</p> <p>The Committee is authorised by the Governing Body to undertake any activity within its terms of reference. It is authorised to seek any information it requires, from any member, officer or employee who is directed to co-operate with any request made by this Committee.</p> <p>The Committee is authorised to create working groups as necessary to fulfil its responsibilities within these terms of reference. The Committee may not delegate executive powers (unless expressly authorised by the Governing Body) and remains accountable for the work of any such group.</p> <p>The Committee will operate at all times in accordance with the Governing Body's Standing Orders, Standing Financial Instructions and Prime Financial Policies. It will ensure that it conducts its business in accordance with the principles of good governance and the Nolan seven principles of public life.</p> |
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| 3. Objectives of Committee/Group | <p>The Committee will have delegated authority to consider and to make recommendations to Governing Body on the remuneration and conditions of service for all voting Governing Body Members, taking into account any national Directions or guidance on these matters.</p> |
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The Committee will have the delegated authority to consider and to make recommendations to Governing Body on the outcome of any performance review of the Accountable Officer and other senior CCG employees on NHS Very Senior Manager contracts and determine any financial awards as appropriate.

The Committee will have the delegated authority to consider and to make recommendations to Governing Body on the severance payments of the Accountable Officer and of other staff, seeking HM Treasury approval as appropriate in accordance with the guidance 'Managing Public Money' (available on the HM Treasury.gov.uk website).

The Committee shall make recommendations to the Governing Body on determinations about allowances under any pension scheme the CCG might establish as an alternative to the NHS pension scheme and on any other potential alternative remuneration and conditions of service for CCG employees and other persons providing services to the CCG, outside of or in place of national NHS Agenda for Change arrangements.

The Committee will oversee the process for appointments to the Governing Body, assuring itself that proper and transparent arrangements are in place and are in line with the CCG's Constitution.

The Committee will apply best practice in its decision making processes and will take into account both national guidance and any local commitments made such as, "Employer of Choice". The Committee will ensure that when considering individual remuneration it:-

- complies with current disclosure requirements for remuneration;
- will seek independent advice about remuneration for individuals and
- will ensure that decisions are based on clear and transparent criteria.

The Committee will commission any reports or surveys deemed necessary to help fulfil its obligations.

4. Membership

Note: Members should be referred to by title not name. Chair of Committee/Group should be stated. Minute taker should be stated either as member or in attendance.

The Committee shall be appointed by the Clinical Commissioning Group from amongst its Governing Body Members.

Three Lay Members and three GP Members of the Governing Body will be full voting members of the Committee but relevant members will not be present where discussions relate to their remuneration, fees or allowances. The Chair of the Remuneration Committee will have the casting vote. Any issue on which a casting vote is used must specifically be reported to the Governing Body.

The Committee will be chaired by one of the Lay Members but not the Lay Member who is the Chair of the CCG's Audit and Integrated Governance Committee. The other Lay Member will deputise as required. When the Lay Members' remuneration is considered, however, one of the GP Members of the Governing Body will chair the Committee.

5. Attendees

Note: Attendees should be referred to by title not name. Minute taker should be stated either as member or in attendance.

The Director of Finance and the Deputy Director of Human Resources will usually be in attendance. The Accountable Officer and other independent advisors may be invited to attend for all or part of any meeting as and when appropriate. However, relevant CCG employees should not be in attendance for discussions about their own remuneration and terms of service.

The Director of Finance, supported by the Deputy Director of Human Resources, will act as secretary to the Committee and will be responsible for supporting the Chair in the management of remuneration business and will draw the committee's attention to best practice, national guidance and other relevant documents as appropriate.

The Corporate Secretariat and Business Manager to Director of Finance, or appointed deputy, will be in attendance to record the minutes.

6. Quorum

In order to undertake its work the Committee will generally be quorate when two of the Governing Body Lay Members and two of the GPs are present.

Due to the conflict of interest issues, when the Committee is considering the appointment and remuneration for GPs involved in CCG business quoracy will exist if two of the Lay Members, are present. Similarly when the Committee is considering Lay Member appointments and remuneration the Committee will be quorate if two of the GPs are present.

7. Frequency and Notice of Meetings

Note: Include frequency of meetings and agenda and papers

Meeting shall be called a minimum of twice in a calendar year and at other times as deemed necessary.

Agendas will be generated by Director of Finance and shared with the Committee Chair for approval. A formal agenda and supporting papers will be forwarded confidentially to all members, and those in attendance where appropriate at least five working days prior to the date of the meeting.

8. Minutes and Reporting Arrangements

Note: Detail Governing Body/Committee/Group/Individual reporting to. Also state which of minutes/action points/assurance to be given to which Governing Body/Committee/Group.

The decisions of the Committee will be recorded in an appropriate minute and the Governing Body will be advised in writing of the meeting and any decisions or recommendations made.

The business of the Committee is confidential

9. Meeting Effectiveness Review

As part of the Governing Body's annual performance review process, the committee shall review its collective performance and that of its individual member and will provide an annual report on the work of the committee for the CCG's Annual Report.

10. Review to be conducted by Committee/Group Chair

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| Date Committee/Group established | April 2013 |
| Terms of Reference to be reviewed | The terms of reference of the committee shall be reviewed by the Governing Body when required, but at least annually. |
| Date of last review | December 2020 |
| Date of next review | December 2021 |