

NHS Greater Huddersfield Clinical Commissioning Group

Remuneration Committee

Terms of Reference

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Change History

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NHS Greater Huddersfield Clinical Commissioning Group Remuneration Committee Terms of Reference

1. Introduction

- 1.1 The Remuneration Committee is established in accordance with NHS Greater Huddersfield Clinical Commissioning Group's (CCG) Constitution, Standing Orders and Scheme of Delegation.
- 1.2 The Remuneration Committee is a sub-committee of the Governing Body of NHS Greater Huddersfield CCG.
- 1.3 The role of this Committee is to assist the Governing Body of NHS Greater Huddersfield CCG in the delivery of its responsibilities. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee.

2.0 Membership

- 2.1 The Committee shall be appointed by the Governing Body and consist of:

Core Members

- The lay member of the Governing Body leading on audit, remuneration and conflict of interest matters
- The lay member of the Governing Body leading on patient and public participation matters
- The Registered Nurse member **or** the Secondary Care Specialist of the Governing Body

In attendance:

- Chief Finance Officer
 - A Human Resources Advisor.
 - Governance & Corporate Manager
- 2.2 Other officers, including the Chief Officer, Clinical Leader, or CCG Workforce Lead or external advisors may be invited to attend for all or part of any meetings as and when appropriate.
 - 2.3 In the circumstances where the terms and remuneration for lay members is being discussed, the Registered Nurse member or Secondary Care Specialist of the Governing Body, with advice from the Chief Finance Officer and Human Resources Specialist will consider and make recommendations to the Governing Body.

2.5 **Substitute Members**

Where possible, meetings will be arranged to take account of the availability of the members of the Committee. In the event of unavailability or conflict of interest, a lay member from Calderdale CCG will be invited to join the meeting.

This substitution will be recorded in the minutes.

3.0 **Arrangements for the Conduct of Business**

3.1 **Chairing the committee**

The lay member leading on audit, remuneration and conflict of interest matters shall chair the committee. In the event of the chair of the remuneration committee being unable to attend for all or part of the meeting, he or she will nominate a replacement from within the members to deputise for that meeting.

3.2 **Quoracy**

Meetings will be considered quorate when at least two core members are present.

Members of the Committee may participate in meetings by telephone or by the use of video conferencing facilities where they are available and with the prior agreement of the Chair. Participation by any of these means shall be deemed to constitute presence in person at the meeting.

3.3 **Voting**

In line with the CCG's Standing Orders, it is expected that decisions will be reached by consensus. Should this not be possible, then a vote of members will be required, the process for which is set out below:

Majority necessary to confirm a decision – simple majority

Casting vote – Chair

Dissenting views – dissenting views must be recorded in the minutes

3.4 **Frequency of meetings**

The Remuneration Committee will develop an annual work programme and will meet quarterly. Other meetings may be arranged as the agenda dictates.

3.5 **Declaration of Interests**

If any member has an interest, financial or otherwise, in any matter and is present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and act in accordance with the CCG's Conflicts of Interest Policy. Subject to any previously agreed arrangements for managing a conflict of interest, the chair of the meeting will determine how a conflict of interest should be managed. The Chair of the meeting may require the individual to withdraw from the

meeting or part of it. The individual must comply with these arrangements, which must be recorded in the minutes of the meeting.

The Chief Finance Officer or any other manager acting in an advisory capacity will not be present for any discussion about his/her own remuneration or terms of service.

All declarations of interest will be minuted.

3.6 Urgent matters between meetings

The Chair of the Committee and one other member, in consultation together, may act on urgent matters arising between meetings of the Committee, if there is no prospect of a meeting of the Committee being constituted within the required timescales.

Any actions taken outside the meeting will be reported and minuted at the next available meeting of the Committee.

3.7 Administrative Support

Administrative support for the Committee will be provided by a Human Resources officer from Calderdale & Huddersfield NHS Foundation Trust.

The Administrative support to the Committee will attend to take the minutes of the meeting and provide appropriate support to the Chair and Committee members. Duties will include:

- Agreement of the agenda with the Chair.
- Circulation of agendas and supporting papers to Committee members at least five working days prior to the meeting.
- Drafting of minutes for approval by the Chair within five working days of the meeting and then distributed as outlined above within 10 working days.
- Keeping an accurate record of attendance
- Keeping a record of matters arising and issues to be carried forward
- Maintain an on-going list of actions, specifying members responsible, due dates and keeping track of these actions
- Advising the committee on pertinent areas/issues – drawing the Committee's attention to best practice, national guidance and other relevant documents as appropriate.
- Enabling the development and training of members.

4.0 Remit and responsibility of the Committee

- 4.1 The Committee has the following delegated responsibilities;
- Approve the terms and conditions, remuneration and travelling or other allowances for GB members, including pensions and gratuities
 - Determine the terms and conditions of employment for all employees of the CCG (with the exception of the payment of remuneration, fees and allowances including any allowance payable under a pension scheme)
 - Approve any other terms and conditions of services for the CCG's employees
 - Approve pensions, remuneration, fees and allowances payable to employees and to other persons providing services to the CCG

- Approve disciplinary arrangements for employees, including the accountable officer and for other persons working on behalf of the CCG
- Review disciplinary arrangements where the accountable officer is an employee or member of another CCG
- Approval of the arrangements for discharging the CCG's statutory duties as an employer
- Approve HR policies for employees and for other persons working on behalf of the CCG

5.0 The Key Duties of the Remuneration Committee are as follows:

5.1 The Committee will consider and approve or make recommendations (subject to Scheme of Delegation) on all aspects of remuneration, fees, terms of service and other benefits (including allowances under any pension scheme that the CCG might establish as an alternative to the NHS pension scheme.). It shall also include any arrangements for termination of employment of the Chief Officer, Clinical Leader or the Chief Finance Officer.

In considering any severance payments of the Chief Officer, Clinical Leader or Chief Finance Officer, the Committee will seek HM Treasury approval as appropriate in accordance with the guidance 'Managing Public Money'.

5.2 In formulating these recommendations , the Committee shall:

- Apply best practice in the decision making processes, for example, when considering individual remuneration, the Committee will:
 - Comply with current disclosure requirements for remuneration;
 - Ensure that the recommendations are based on clear and transparent criteria.
- Take into account, the need to ensure that employees, members of the Governing Body and people who provide support to the CCG are fairly rewarded for their individual contribution whilst having proper regard to the CCG's circumstances and performance and to the requirements of fair and open procurement / recruitment policies and to the provisions of any national arrangements.
- Take into account reports that monitor and evaluate the performance of individuals (in the event of bonus payments being considered for particular individuals)
- Take into account relevant employment and equality law.

5.3 Oversee and make recommendations on the proper calculation and scrutiny of termination payments for redundancy, assisted voluntary early retirement, or by mutual agreement, taking account of such national guidance as is appropriate.

5.4 Review and approve Human Resources' Policies on behalf of the Governing Body.

6.0 Authority

- 6.1 In exceptional cases, the Committee shall obtain legal or other professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary. In doing so the Committee must follow any procedure put in place by the Governing Body for obtaining legal or professional advice. The Governing Body is to be informed of any issues relating to such action.

7.0 Reporting Arrangements

- 7.1 The Remuneration Committee reports to the Governing Body.
- 7.2 The Committee's discussions will usually relate to individuals and will be confidential. The full version of the minutes will be private and will be circulated only to the Remuneration Committee members, the Chair of the Governing Body, the Chief Officer and the Chief Finance Officer (subject to conflicts of interest). They will also be made available, upon request, to any member of the Audit Committee. Individuals, upon request, may also have access to elements of the minutes that refer to themselves.
- 7.3 A summary of the minutes, taking the form of a Decision Notice, will be presented to the Governing Body.
- 7.4 The Chair of the Committee shall draw to the attention of the Governing Body any issues that require approval, disclosure or other executive action.
- 7.5 The Remuneration Committee will ensure that ratification is sought upon any decisions requiring ratification by NHS England..

8.0 Conduct of the committee

- 8.1 All members will have due regard to and operate within the Constitution of the CCG, Standing Orders, Standing Financial Instructions and other financial procedures.
- 8.2 Members of the Committee will abide by the 'Principles of Public Life' (The Nolan Principles) and the NHS Code of Conduct.
- 8.3 The Committee will prepare an annual report including a review of the Committee's terms of reference to be submitted to the Audit Committee for review. Any resulting changes to the terms of reference should be submitted for approval by the Governing Body.

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