



NHS Newcastle Gateshead Clinical Commissioning Group

Remuneration Committee

Terms of Reference

1. Introduction

The Remuneration Committee (the committee) is established as a committee of the Governing Body of the 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 Governing Body 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 group or the Governing Body has conferred or delegated the following functions, connected with the Governing Body's main function, to its remuneration committee:

- i). Approving severance payments of the accountable officer, the chief finance officer and of other staff, and
- ii). to fulfil the role associated with that of an appointments committee to oversee Governing Body 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.

3. Membership

The membership of the committee will consist of,

- i). Three lay members of the Clinical Commissioning Group

The committee will be chaired by a Lay Member. The Chair has the responsibility to ensure that the Committee obtains appropriate advice in the exercise of its functions.

Where possible the Committee will maintain the same three lay members – to ensure consistency of approach and continuity. The remaining lay members will remain on standby should substitutes be required to maintain quoracy.

The Accountable 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, 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 Corporate Affairs shall 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. Quorum and Decision Making

The quorum will be three 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.

6. 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. Two meetings will be added to the corporate calendar annually to aid in business planning.

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.

7. 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 5 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.

8. Remit and responsibilities of the committee

The committee will:

- 8.1 Make recommendations to the Governing Body on the approach to pay and remuneration for employees of the CCG and people who provide services to the CCG and allowances under any pension scheme it might establish as an alternative to the NHS pension scheme
- 8.2 Specifically, the duties and functions of the Committee are as follows;
 - i). to provide advice and make recommendation to the CCG's Governing Body on the appropriate remuneration and terms and conditions for the Accountable Officer/Chief Officer and other senior managers paid through the Very Senior Managers Pay Framework including:
 - a. all aspects of salary including any performance-related elements;
 - b. provisions for other benefits
 - c. arrangements for termination of employment and other contractual terms.
 - ii). 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 an appointments committee to oversee Governing Body 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

9. Reporting arrangements

The committee reports to the CCG Governing Body. The minutes of the Remuneration Committee held must be approved by the Chair ahead of any recommendations being presented to 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:

- i). comply with current disclosure requirements for remuneration;

- ii). seek independent advice about remuneration for individuals where appropriate to ensure equity and fairness;
- iii). ensure that decisions are based on clear and transparent criteria
- iv). 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

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.

12. Date of review

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 Governing Body for approval.

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

Approval Date: January 2019

Review Date: January 2020