

**Remuneration Committee**

**Terms of Reference**

**NHS Barnsley Clinical Commissioning Group**

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| **1.** | **Introduction** | | |
|  | 1.1 | The Clinical Commissioning Group’s Governing Body hereby resolves to establish a Committee of the Governing Body known as the Remuneration Committee. The Committee is established in accordance with the Barnsley Clinical Commissioning Group’s Constitution, Standing Orders and Scheme of Delegation. | |
|  | 1.2 | 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 requests made by this Committee. | |
|  | 1.3 | These Terms of Reference set out the membership, remit responsibilities and reporting arrangements of the Group and shall have effect as if incorporated into the Clinical Commissioning Group’s constitution. | |
|  | 1.4 | The Committee is a non-executive Committee of the Governing Body and has no executive powers other than those specifically delegated in 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. | |
|  | 1.5 | This Committee is accountable to the Governing Body and makes recommendations to the Governing Body about the remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the CCG. It is the responsibility of the Governing Body to make decisions about pay of employees, **acting on the advice** of the Remuneration Committee. | |
| **2.** | 1. **Purpose** | | |
|  | 2.1 | The Committee will have delegated authority to determine and make recommendations to Governing Body regarding the remuneration and conditions of service for all Governing Body Members, taking into account any national direction or guidance on these matters. | |
|  | 2.2 | The Committee will have delegated authority to review the performance of the Chief Officer and other senior Clinical Commissioning Group employees and determine any financial rewards as appropriate. | |
|  | 2.3 | The Committee will have the delegated authority to consider the severance pay of the Chief Officer and any other senior Clinical Commissioning Group employees, seeking HM Treasury Approval as appropriate in accordance with HM Treasury Guidance ‘Managing Public Money’. | |
|  | 2.4 | The Committee shall make recommendations to the Governing Body on determinations about the remuneration, fees and other allowances for employees of the Clinical Commissioning Group and on determinations about allowances under any pension scheme that the group may establish as an alternative to the NHS pension scheme. | |
|  | 2.5 | The Committee shall make recommendations to the Governing Body on determinations about the remuneration, fees and other allowances for employees of the Clinical Commissioning Group employees outside of or in place of National Agenda for Change arrangements. | |
| **3.** | **Responsibilities** | | |
|  | 3.1 | Advise the Governing Body on appropriate remuneration and terms of service for the contracted staff of the Clinical Commissioning Group in accordance with relevant national pay frameworks or any other guidance as appropriate. This shall include all aspects of salary (including any performance related elements/ bonuses); provisions for other benefits and any other contractual terms. | |
|  | 3.2 | Advise on and oversee appropriate contractual arrangements for such staff, including the proper calculation and scrutiny of termination payments, excluding ill health and normal retirement, taking into account such national guidance as is appropriate. | |
|  | 3.3 | Approve the design of, and determine targets for, any performance related pay schemes operated by the Clinical Commissioning Group and approve the total annual payments made under such schemes. | |
|  | 3.4 | Determine any adhoc arrangements relating to pension arrangements for any employed staff. | |
|  | 3.5 | Consider and, if appropriate, approve proposals presented by the Chief Officer and/or the Chairs of the Governing Body for the setting of remuneration and conditions of service for any other employees of the Clinical Commissioning Group not already determined by the Committee. | |
|  | 3.6 | Review plans produced by the Chairs and/or Chief Officer which set out appropriate succession planning for employed staff, taking into account the challenges and opportunities facing the Clinical Commissioning Group, and what skills and expertise are therefore needed on the Governing in the future. | |
|  | 3.7 | To review the CCGs Assurance Framework and Risk Register at each meeting of the Committee in accordance with the CCG’s Integrated Risk Management Framework. | |
|  | 3.8 | In accordance with the CCG’s Constitution the appointment process for Lay Members, the Practice Manager, the Secondary Care Clinician, the Chief Officer, the Chief Finance Officer, the Chief Nurse, and the Medical Director will operate under best guidance. The Remuneration Committee will determine the detail of the process. | |
|  | 3.9 | The Committee shall report in writing to the Governing Body the basis of its decisions and recommendations. Minutes of the Committee’s meetings should record such decisions. | |
| **4.** | **Membership** | | |
|  | 4.1 | The Remuneration Committee will be chaired by a Lay Member other than the Audit Committee Chair, and only members of the Governing Body may be members of the Remuneration Committee. Accordingly, the Membership of the Remuneration Committee will be: | |
|  |  | 4.1.1 | Lay Member for Patient and Public Engagement and Primary Care Commissioning ( Chair) |
|  |  | 4.1.2 | Lay Member for Governance (Deputy Chair) |
|  |  | 4.1.3 | Four members of the Governing Body to include:   * Three Elected Members of the Governing Body: specifically the CCG Chair, and the Governing Body Elected Member representatives from the Finance and Performance Committee * The Secondary Care Clinician. |
|  | 4.2 | The Chief Officer will be in attendance (except when personal issues are discussed), but not as a member. | |
|  | 4.3 | The Head of Governance & Assurance will be in attendance to support the Committee in its work, but not as a member. | |
|  | 4.4 | The Head of Human Resources will be in attendance to support the Committee in its work, but not as a member. | |
| **5.** | **Quorum** | | |
|  | 5.1 | A minimum of one Lay Member and two other members will constitute a quorum. | |
|  | 5.2 | A decision put to a vote at the meeting shall be determined by a majority of the votes of members present. In the case of an equal vote, the Chair of the Committee shall have a second and casting vote. | |
| **6.** | **Reporting Arrangements** | | |
|  | 6.1 | The decisions of the Committee will be formally recorded in an appropriate minute. | |
|  | 6.2 | The Committee Chair shall report formally to the Clinical Commissioning Group Governing Body on its proceedings after each meeting on all matters within its duties and responsibilities. The report shall be presented to the confidential meeting of the Governing Body.  The Committee shall make recommendations to the Governing Body on any area within its remit where action or improvement is needed. | |
|  | 6.3 | High level anonymised minutes/reports of meetings (to include; the papers discussed, process and rationale for decisions /outcome) will be presented to the Governing Body to support formal remuneration recommendations made to the Governing Body for ratification.  The full notes of the meeting will be confidential and only one master copy shall be held in a private Minute Book by the Governing Body Secretary. | |
|  | 6.4 | A Committee Annual Report will be produced for submission to the Governing Body. | |
| **7.** | **Administration** | | |
|  | 7.1 | Administration and taking minutes of the Remuneration Committee is the responsibility of the Corporate Affairs Team with input from the Head of HR. The Committee will be overseen by the Head of Governance & Assurance. | |
| **8.** | **Frequency and urgent advice, recommendations and decision making** | | |
|  | 8.1 | The Remuneration Committee will meet as a minimum once in a calendar year and at other times as deemed necessary. | |
|  | 8.2 | Exceptionally when an urgent item needs to be progressed which is time sensitive, e.g. a VSM salary for recruitment or redundancy payment for organisational change, an unscheduled meeting will be arranged or, with the agreement of Members, a virtual circulation of information will be undertaken with advice, recommendations and decisions noted from each member. In such cases, any decision made will be ratified at the next scheduled meeting. | |
| **9.** | **Code of Conduct** | | |
|  | 9.1 | The Committee will apply best practice in its decision making processes and will take into account national guidance, relevant codes of practice including the Nolan Principles and the Conflict of Interest policy. | |
|  | 9.2 | The Committee will operate at all times in accordance with the Governing Body’s Standing Orders and Standing Financial Instructions. | |
|  | 9.3 | The Committee will ensure that when considering individuals’ remuneration it:  9.3.1 Complies with current disclosure requirements for remuneration.  9.3.2 Seeks independent advice.  9.3.3 Ensures that decisions are based on clear and transparent criteria.  9.3.4 Complies with Statutory Guidance on the Management of Conflicts of Interests, and ensures that individuals are not be present when the discussion relates to themselves. | |
| **10.** | **Review** | | |
|  | 10.1 | The Committee should review at least annually its own performance, membership and Terms of Reference. Any resulting changes to the Terms of Reference or Membership should be approved by the Governing Body. | |

**Review Date:** February 2020

**GB Approved:** March 2020