

# NHS Thames Valley Integrated Care Board

## Remuneration and Culture Committee

### Terms of Reference v0.1

#### 1. Constitution

The Remuneration and Culture Committee (the Committee) is established by NHS Thames Valley Integrated Care Board (ICB) as a committee of the board in accordance with its Constitution.

These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities, and reporting arrangements of the Committee and may only be changed with the approval of the board.

The Committee is a non-executive committee of the board and its members, including those who are not members of the board, are bound by the Standing Orders and other policies of the ICB.

#### 2. Authority

The Committee is authorised by the board to:

- Investigate any activity within its terms of reference;
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these terms of reference;
- Commission any reports it deems necessary to help fulfil its obligations;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice;
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation (SoRD) but may/ not delegate any decisions to such groups.

For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD.

#### 3. Purpose

The Committee's main purpose is to exercise the functions of the ICB relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006. In summary:

- Confirm the ICB Pay Policy including adoption of any pay frameworks for all employees including very senior managers/directors (including board members) and non-executive directors, excluding the Chair.

The board may also delegate the following functions to the Committee:

- Oversight of the nominations and appointments process for board members;
- Oversight of executive board member performance
  
- Review and approve performance-related pay or bonus arrangements for staff employed by the ICB, if applicable.
- Receive an annual report regarding Organisational Culture, including the Organisational development plan for the organisation
- Receive mandatory equality related reports, such as the NHS Workforce Race Equality Standard (WRES) and the NHS Workforce Disability Equality Standard (WDES)
- Pay Benchmarking - review benchmarking data to ensure pay levels are appropriate and proportionate

#### **4. Membership and attendance**

##### Membership

The Committee members shall be appointed by the board in accordance with the ICB Constitution.

The board will appoint no fewer than three independent non-executive members of the Committee. Other members of the Committee need not be members of the board, but they may be.

When determining the membership of the Committee, active consideration will be made to diversity and equality.

Membership will comprise of:

- ICB Board Non-Executive Member (Committee Chair)
- Two other ICB Board Non-Executive Members
- Chair of the Board

The Chair of the Audit Committee may be a member of the Remuneration Committee but may not Chair the Committee.

##### Chair

In accordance with the constitution, the Committee will be chaired by a non-executive member of the board appointed on account of their specific

knowledge skills and experience making them suitable to chair the Committee.

The Chair of the Board may be a member of the Committee but may not be appointed as the Chair.

Committee members may appoint a Vice Chair from among the voting membership of the Committee.

In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number to Chair the meeting.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

### Attendees

In addition to the members, it is expected that the Chief Executive and the Chief People Officer (an interim role until March 2027) shall normally attend meetings of the Committee in an advisory capacity.

Other Executives will be invited to attend the Committee, for the purposes of providing advice to members, as required.

- Chief Finance Officer or their nominated deputy
- EDI System Lead

Attendees will not be eligible to vote.

### Exclusion

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

No individual should be present during any discussion relating to:

- Any aspect of their own pay, performance or terms of service.
- Any aspect of the pay of others when it has an impact on them

### Procedure for absence

Where a member or any attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter.

## **5. Meetings Quoracy and Decisions**

The Committee will meet in private.

The Committee will meet quarterly and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

In accordance with the Standing Orders, the Committee may meet virtually and members attending using electronic means will be counted towards the quorum.

### Quorum

For a meeting to be quorate a minimum of two members is required, including the Chair or Vice Chair of the Committee.

If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

### Decision making and voting

Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.

Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

## 6. Responsibilities

The Committee's duties are as follows:

- For the Chief Executive, Chief Officers, and other Very Senior Managers:
  - Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions.
  - Determine the framework for termination of employment and other contractual terms and non-contractual terms, taking account of such national guidance as appropriate.
  
- For all staff:
  - Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change);
  - Determine the arrangements for any variation to national frameworks such as Agenda for Change, where applicable;
  - Determine the framework for termination payments and any special payments, following scrutiny of their proper calculation, taking account of such national guidance as appropriate.
  
- Additional functions included in the scope of the Committee include:
  - To seek assurance on behalf of the Board in relation to ICB statutory duties relating to people such as compliance with employment legislation such as the Fit and Proper Person Regulations (FPPR)
  - Evaluate the arrangements for overseeing executive board member performance and objective setting.
  - Evaluate the arrangements for the performance review process for all other members of the Board.
  - Advise and support the ICB Chair with regard to ensuring the Board has the right balance of skills, knowledge and perspectives required to fulfil the Board's obligations.
  - Advise and support the ICB Chair regarding the on-going development, talent management and succession planning for the Board.

## 7. Behaviours and Conduct

Benchmarking and Guidance

The Committee will take proper account of National Agreements and appropriate benchmarking, for example Agenda for Change and guidance issued by the Government, the Department of Health and Social Care, NHS England and the wider NHS and any other relevant laws, in reaching their determinations.

#### ICB values

Members will be expected to conduct business in line with the ICB values and objectives.

Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, Conflicts of Interest Policy, and Standards of Business Conduct Policy.

Members of the Committee will abide by the 'Principles of Public Life' (The Nolan Principles) and the NHS Code of Conduct.

### Equality diversity and inclusion:

Members of the Committee must demonstrably consider the equality and diversity implications of decisions they make and consider whether any new resource allocation achieves positive change around inclusion, equality and diversity.

### Management of Conflicts of Interest:

A Register of Interests will be reviewed at each Committee meeting. Those in attendance will be asked by the Chair of the Committee to declare any interests at the beginning of each meeting. If a member of the Committee feels compromised by any agenda item, they should declare a conflict of interest and agreement reached as the action to be taken as set out in the Conflicts of Interest Policy.

If necessary, the Committee may draw on third-party support to assist it in resolving any disputes, such as peer review or support from NHS England.

## **8. Accountability and reporting**

The Committee is accountable to the board and shall report to the board on how it discharges its responsibilities.

The minutes of the meetings shall be formally recorded by the secretary and submitted to the board in accordance with the Standing Orders.

The Chair will provide assurance reports to the board at each meeting and shall draw to the attention of the board any issues that require disclosure to the board or require action.

The Committee will provide the board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement. The report will summarise its conclusions from the work it has done during the year.

### Secretariat and Administration

The Committee shall be supported with a secretariat function which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead;
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;

- Records of members' appointments and renewal dates and the board is prompted to renew membership and identify new members where necessary;
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- The Chair is supported to prepare and deliver reports to the board;
- The Committee is updated on pertinent issues/ areas of interest/ policy developments;
- Action points are taken forward between meetings and progress against those actions is monitored.

## 9. Review

The Committee will review its effectiveness at least annually.

These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the board for approval.

Version	Date	Approved by	Review	Type of changes
0.1	March 26			