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## Remuneration and Terms of Service Committee Terms of Reference and Operating Arrangements

**Date:** 11 August 2016

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**Review Date:** Annually

### 1. Introduction

In line with Standing Orders and the Trust's Scheme of Delegation, the Board shall nominate annually a committee to be known as the Remuneration and Terms of Service Committee. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.

These terms of reference and operating arrangements are to be read alongside the standard terms of reference and operating arrangements applicable to all Committees.

### 2. Purpose

The purpose of the Remuneration and Terms of Service Committee ("the Committee") is to provide:

- **advice** to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government
- **assurance** to the Board in relation to the Trust's arrangements for the remuneration and terms of service, including contractual arrangements, for all staff, in accordance with the requirements and standards determined for the NHS in Wales.

The Committee shall have no powers to exercise on behalf of the Board.

### 3. Delegated Powers

With regard to its role in providing advice and assurance to the Board, the Committee will comment specifically upon the:

- remuneration and terms of service for the Chief Executive, Executive Directors, members of the Executive Team and other Very Senior Managers (VSMs) not covered by Agenda for Change or Medical and Dental Terms and Conditions; ensuring that the policies on remuneration and terms of service as determined from time to time by the Welsh Government are applied consistently
- objectives for Executive Directors and members of the Executive Team and their performance assessment
- performance management system in place for those in the positions mentioned above and its application
- proposals to make additional payments to consultants
- proposals regarding termination arrangements, including those under the Voluntary Early Release Scheme, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.

### 4. Membership, Attendees and Quorum

#### 4.1 Members

A minimum of three members, comprising:

Chair: Trust Chair

Members: All Non-Executive Directors

#### 4.2 By Invitation

As required but usually to include:

Chief Executive

Director of People and Organisational  
Development

Deputy Chief Executive and Executive Director of  
Operations and Finance

Head of Corporate Governance/Board Secretary

The Committee Chair may invite the following to attend all or part of a meeting to assist it with its discussions on any particular matter:

- any other official;
- and/or any others from within or outside the organisation

#### **4.3 Quorum**

At least **three** members must be present to ensure the quorum of the Committee, one of whom must be the Chair (or Vice Chair where appointed).

### **5. Frequency of Meetings**

The Chair of the Committee, in agreement with Committee Members, shall determine the timing and frequency of meetings, as deemed necessary. It is expected that the Committee shall meet at least once a year, consistent with the annual plan of Board Business.

### **6. Applicability of Standing Orders to Committee Business**

The requirements for the conduct of business as set out in the Trust's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum (see paragraph 4.3)
- Meetings held in Public - The Remuneration and Terms of Service Committee would not normally be held in public.