



BSW ICB Remuneration and Nominations Committee

Terms of Reference

1. Introduction

- 1.1 The Remuneration and Nominations Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.
- 1.2 These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Committee, and may only be changed with the approval of the Board.
- 1.3 For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservations and Delegations (SoRD) will prevail over these terms of reference, other than the committee being permitted to meet in private.

2. Purpose

- 2.1 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.

3. Responsibilities/Duties

- 3.1 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, which is in summary to confirm the ICB Pay Policy including adoption of any pay frameworks for all employees including senior managers / directors (including board members) and Non-Executive Directors, excluding the Chair.
- 3.2 The Board has delegated the following functions to the Committee:
 - 3.2.1 To determine all aspects of remuneration and conditions of service of the Chief Executive, Executive Directors and other Very Senior Managers of the BSW ICB including:

- i. salary, including any performance-related pay or bonus;
- ii. provisions for other benefits, including pensions and cars;
- iii. allowances under any pension scheme it might establish as an alternative to the NHS pension scheme; and
- iv. other allowances;

3.2.2 Consider any payments, in addition to salary, for very senior managers and where appropriate ensure that any approvals are sought such as seeking HM Treasury approval as appropriate. This includes severance payments;

3.2.3 Determine the remuneration, terms and conditions, and matters of succession planning of ICB Board members.

The Committee will not discuss remuneration or succession planning of the ICB Board's Independent Non-Executive Directors due to Committee members' conflicts of interests. For that particular purpose, the ICB Chair will convene a meeting which comprises members of the ICB's Board other than the Independent Non-Executive Directors, and which will be supported by officers whose expertise is appropriate and relevant to these discussions.

3.2.4 For all staff,

- i. Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change);
- ii. Oversee contractual arrangements;
- iii. Determine the arrangements for termination payments and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

3.2.5 Ensure that a framework is in place for the appraisal and performance management process for the ICB Chief Executive, and oversee the process and consider its outcomes;

3.2.6 Ensure that a framework is in place for the appraisal and effectiveness review of Board members; the Chair leads Board members' appraisals, and makes recommendations to the Board where action may be required; this may include recommendations to terminate the term of office of a member of the Board or its Committees;

3.2.7 Ensure that succession plans are in place for the Board and its Committees, including mechanisms to ensure that the Board has the right balance of skills, knowledge and perspectives to discharge its duties and functions;

3.2.8 Oversee the nominations and appointment processes for members of the Board and its Committees, providing assurances to the Board and Chair that due process was followed, and relevant legislation was complied with including such as Fit and Proper Person Regulation (FPPR).

3.2.9 Advise the Board and support the Board Chair with regards to effective mechanisms for the regular and adequate review of the Board's and its

Committees' performance and effectiveness. Board and committee effectiveness reviews are a matter reserved for the Board;

- 3.3 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 in reaching their determinations.
- 3.4 Members individually and the Committee collectively must demonstrably consider the equality and diversity implications of decisions they make.

4. Membership

- 4.1 The Committee members shall be appointed by the Board in accordance with the ICB Constitution.
- 4.2 The Board will appoint no fewer than three members of the Committee including two independent members of the Board.
The Chair of the Audit Committee may not be a member of the Remuneration Committee.
The Chair of the Board may be a member of the Committee but may not be appointed as the Chair.
Other members of the Committee need not be members of the Board, but they may be.
- 4.3 The following are members of the Committee, i.e. they have the right to attend meetings, receive meeting documents, and participate in decision-making and voting:
- The BSW ICB Non-Executive Director (Remuneration and People);
 - The BSW ICB Non-Executive Director (Public and Community Engagement);
 - The BSW ICB Non-Executive Director (Finance);
 - The BSW ICB Non-Executive Director (Quality);
 - The ICB Chair;
 - Two of the Partner Members of the ICB Board, one coming from the NHS, one coming from local government.
- 4.4 The following normally attend Committee meetings, i.e. they may receive meeting documents but cannot participate in the Committee's decision-making and must not vote:
- The BSW ICB Chief People Officer
 - The BSW ICB Chief Executive.
- 4.5 In addition, the Chair, on behalf of the Committee, may invite such individuals to the Committee's meetings as are considered necessary to enable the Committee to conduct its business effectively. For the avoidance of doubt, such invited attendees cannot participate in the Committee's decision-making and must not vote.
- 4.6 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.

4.7 The BSW ICB Non-Executive Director (Remuneration and People) will chair the Committee. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

5. Quorum

5.1 A quorum shall be four members including the Committee Chair.

5.2 If the meeting becomes inquorate, it shall either be suspended, or decisions ratified at the next meeting of the Committee.

6. Reporting

6.1 After each of its meetings, the Committee will report, through its Chair and / or its Vice-Chair to the Board about business transacted and decisions taken. For this purpose, the Committee will submit a report to the Board and make available copies of its minutes following each of its meetings. Where minutes and reports identify individuals, they will not be made public. Public reports will be made as appropriate to satisfy any requirements in relation to disclosure of public sector executive pay.

6.2 In addition, and as agreed with the Committee, the Chair shall report on any matters within the remit of this Committee which in the Chair's view require the Board's attention and / or executive decision making.

6.3 The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

7. Authority

7.1 In furtherance and support of its business, this 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 SoRD but may/ not delegate any decisions to such groups.
- Request and review reports from external experts and from individual functions within the ICB, as appropriate.

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

8. Frequency of Meetings

8.1 The Committee will meet at least twice per business year, and otherwise as required. It will hold its meetings in private.

8.2 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.

9. Secretariat

9.1 The Secretariat for the Committee is provided by the BSW ICB Corporate Office. The Secretariat will ensure 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 are maintained, 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;
- Governance advice is available and easily accessible for Committee members.

10. Conduct of meetings

10.1 Committee meetings will be conducted in accordance with the BSW ICB's Constitution and Standing Orders.

10.2 Members of the Committee will

- conduct the Committee's business in accordance with any national guidance and relevant codes of conduct / good governance practice, including the Nolan principles of public life;
- comply with the standards of business conduct, including the protocols for managing conflicts of interest, as determined in the ICB's Constitution, Standards of Business Conduct Policies, and other relevant policies / guidance on good and proper meeting conduct for NHS organisations;

- Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

10.3 A meeting is constituted when members attend face-to-face, via telephone or video conferencing, any other electronic means, or through a combination of the above. Quoracy rules apply in any case. For the avoidance of doubt, this provision applies to and facilitates the Committee's decision making by email, should this be required to expedite an urgent decision.

10.4 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.

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

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

11. Review

11.1 The Committee will annually review its performance, its membership and these terms of reference, and recommend to the ICB's Board any amendments it considers necessary to ensure it continues to discharge its business effectively.

Effective date: 1st July 2022

Review date: July 2023

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