



HR and Remuneration Committee Terms of Reference

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DOCUMENT CONTROL

Unless there are legislative or regulatory changes in the interim, this policy will be reviewed every year. Should no substantive changes be required at that point, the policy will move to the next review cycle.

HR and Remuneration Committee Terms of Reference

1. Committee Purpose

- 1.1. The HR and remuneration committee will undertake detailed review on behalf of the trust board on the current policy and framework for remuneration, benefits and incentives of the executive team (including the CEO). Furthermore, the committee will review workforce and pay related policies. Finally, the committee will review termination and compensation commitments.

2. Authority

- 2.1. The HR and Remuneration Committee is a committee of the trust board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board.
- 2.2. The committee is authorised to:
 - 2.2.1. request any information it requires from any staff, external audit, internal audit or other assurance provider
 - 2.2.2. obtain outside legal or independent professional advice it considers necessary, normally in consultation with the accounting officer and/or the trust board

3. Composition

- 3.1. The membership of the committee will comprise a minimum of 3 trustees.
- 3.2. The Trust Board will appoint one of the members of the committee as its chair (the Chair).
- 3.3. Employees of the trust should not be committee members, but the CEO and CFO should attend to provide information and participate in discussion.
- 3.4. The quorum for each meeting shall be one half of the members of the committee rounded up. Decisions of the committee shall be taken by a simple majority of those present and voting. The chair will have a casting vote on an equality of votes.
- 3.5. Staff employed by the trust may be invited to attend the committee to provide information and participate in discussions but should not be members of the committee.
- 3.6. Any trustee may attend a meeting of the HR and remuneration committee, including those who are not members of the committee.

4. Reporting

- 4.1. The Committee will:
 - 4.1.1. report back to our trust board twice per year
 - 4.1.2. attend and report on meetings that are requested by the external or internal auditors (if they consider that one is necessary)

5. Terms of Reference

- 5.1. The committee will:
 - 5.1.1. consider, determine and keep under review a framework or policy for the remuneration, benefits and incentives of the chief executive officer and such other members of the executive team
 - 5.1.2. in determining that framework, seek evidence of the remuneration, benefits and incentives paid to senior executives in comparable employment within the commercial and voluntary sectors to consider the outcome of every appraisal of the performance of the chief executive officer and such other senior executives
 - 5.1.3. make recommendations to the trust board as to the remuneration, benefit and incentives that should be paid to the chief executive officer and such other senior executives. Ensuring, in a fair and responsible manner, individuals are rewarded for their contributions to the success of our trust and its progress towards fulfilling its objectives
 - 5.1.4. make recommendations to the trust board as to the remuneration, benefits and incentives of newly appointed senior executives to determine the policy for and scope of pension arrangements
 - 5.1.5. ratify agreements for termination payments and compensation commitments
 - 5.1.6. review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness
 - 5.1.7. review workforce remuneration and related policies

- 5.1.8. consider other topics, as defined by the trust board from time to time
- 5.1.9. provide minutes of all committee meetings for review at board meetings

