

TERMS OF REFERENCE

REMUNERATION COMMITTEE

Status:	Sub-Committee of the Trust Board
Chair:	Non Executive Director
Membership:	4 Non Executive Directors (one of whom will act as Deputy Chair, one of whom is the Trust Board Chair and one of whom is the Chair of the Audit Committee)
Secretary:	Director of Workforce
Frequency of Meetings:	At least twice a year (April / June / October)
Quorum:	Three
In attendance:	Chief Executive Director of Workforce

The Chief Executive or Director of Workforce will not be present during discussions about their own remuneration and conditions of employment.

The Director of Workforce will attend to will provide appropriate advice to the committee, as required.

External HR advice will be sought on complex or sensitive matters as determined by the Chair.

The subcommittee will:

- Advise the Trust Board on the appropriate levels of remuneration and terms of employment for the Chief Executive and other Very Senior Managers and Executive Directors of the Trust, including the Medical Director. This will include the setting of appropriate corporate and individual bonuses and the context of individual bonuses. The individual bonuses themselves to be set and assessed by the CEO.
- The Committee will also advise the Board on any termination settlements for the CEO or Directors or other very senior managers following all appropriate processes as set out in relevant guidance from the DH, SHA and other government departments.

- To approve on behalf of the Trust Board the recommendations of the Clinical Excellence Awards Committees in relation to:
 - Consultants
 - Associate Specialists
 - Staff Grades

Minutes

A headline summary of the minutes will be circulated in Part 2 of the Trust Board papers following each meeting held.

Monitoring Arrangements

The Committee will review its own performance and Terms of Reference at least once a year to ensure it is operating at maximum effectiveness. Any proposed changes will be submitted to the Board for approval.

Review of Terms of Reference

These Terms of Reference will be approved by the Board and formally reviewed at intervals not exceeding two years.

May 2012