BIRMINGHAM & SOLIHULL MENTAL HEALTH NHS FOUNDATIONTRUST

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1 AUTHORITY

1.1   The Remuneration Committee is constituted as a Standing Committee of the Trust Board. Its constitution and terms of reference shall be as set out below,.

1.2   The Committee is authorised by the Trust Board to request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary.

2. PURPOSE

2.1   The committee is authorised by Trust Board to carry out any function within its terms of reference.

2.2   Determine, subject to formal Board approval, the framework or Board policy of remuneration of Board level Executive Directors, and the relevant procedure and processes associated with this policy.

3. DUTIES

3.1   Receive reports on the outcomes of the annual appraisal of Board Executive Directors, including the Chief Executive, and based on the reports and recommendations received, agree remuneration levels for the individuals concerned appropriate to the sector, the retention and recruitment needs of the Trust and consistent with the level of performance reported. The Committee should also agree any pension rights and compensation payments for Executive Directors, the Chief Executive, any other staff on Very Senior Managers (VSM)

3.2   Receive reports on the outcome of the annual appraisal of the Company Secretary (who is covered under Agenda for Change)

3.3   Ensure that terms of termination of Board Executive Directors, and any staff on VSM, as and when necessary, are in line with national guidance and meet public sector requirements.

3.4   Within the terms of the agreed framework, and in consultation with the Chair and/or Chief Executive as appropriate, determine the total individual remuneration package of each Executive Director, any other staff on VSM and to consider whether any element of the remuneration package should be linked to performance.

3.5   To approve salaries which require ministerial consideration, before their submission to the Secretary of State for approval.

3.5 Receive reports, as required, on benchmarking data related to remuneration for NHS Boards. As part of this report to recommend and monitor the level and structure of remuneration for those staff who report to the Chief Executive or Executive Directors.

3.7 Receive an annual report on the remuneration packages for all staff earning in excess of the Prime Ministers salary

3.8 Ensure that all provisions regarding disclosure of remuneration including pensions of Board Directors are fulfilled.

3.9 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, subject to appropriate confidentiality in respect to appraisal reports and personal data.

3.10 The committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

3.11 Receive and approve recommendations in respect of Retire and Return applications for roles above £90 k where the proposal is not to go to open advert due to 'exceptional circumstances'

4 MEMBERS

4.1 The Committee members are all of the Non- Executive Directors of the Trust, including the Chair.

4.2 Other individuals may be invited to attend for all or part of any meeting as and when appropriate to provide advice on specific issues.

4.3 The Trust Chair shall appoint the Committee Chair who shall be a Non-Executive Director, who may be the Trust Chair. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

4..4 The Company Secretary shall act as the Secretary of the Committee and shall be in attendance subject to appropriate confidentiality of specific individual items.

5 QUORACY

5.1 The quorum necessary for the transaction of business shall be 3 Non-Executive Directors, one of which will chair the meeting. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6 DECLARATION OF INTERESTS

6.1 All members and attending ex-officio members must declare any actual or potential conflicts of interest in advance. These must be recorded in the minutes. Members must exclude themselves from any part of the meeting where a potential or actual conflict of interest may occur.

7 MEETINGS

7.1 The Committee shall meet at least three times a year and at such other times as the Chair of the Committee shall require. An annual schedule of issues to be addressed/covered will be in place and approved by the Committee.

8. ADMINISTRATION

8.1   Meetings shall be held not less than three times a year.

8.1   The meeting will be closed and not open to the public.

8.2   The Company Secretary will ensure there is appropriate secretarial and administrative support to the committee.

8.3   An action list and minutes will be compiled during the meeting and circulated within 7 calendar days of the end of the meeting.

8.4   Any issues with the action list or minutes will be raised within 7 calendar days of issue.

8.5   The Chair of the Committee will propose a draft agenda and it will be circulated 7 calendar days before the meeting.

8.6   Any issues with the agenda must be raised with the committee chair within 4 working days.

8.7   All final committee reports must be submitted 7 calendar days before the meeting.

8.8   The agenda, minutes and all reports will be issued 6 calendar days before the meetings.

8.9   The committee will report to Trust Board at the next meeting reporting on any significant issues.

8.10   The committee will review their effectiveness on an annual basis, reporting the outcome of the review to Trust Board

8.11   The committee Chair will present to the Council of Governors annually a report on the work of the committee.

Approved July 2015 by Board