

REMUNERATION AND TERMS OF SERVICE COMMITTEE

TERMS OF REFERENCE

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1. CONSTITUTION

The Trust Board hereby resolves to establish a Committee of the Board to be known as the Remuneration and Terms of Service Committee (The Committee). The Committee is a non-executive Committee of the Board and has no executive powers other than those specified within its Terms of Reference.

2. MEMBERSHIP

The Committee comprises:

- The Board Chair
- 2 Non-Executive Directors

None of these members should be members of the Audit Committee

3. ATTENDANCE

The Chief Executive will normally attend meetings, but will withdraw when a matter concerning his/her remuneration package, terms of service or other matter of individual confidentiality is being discussed or documented.

The Director of Human Resources and Organisational Development will also attend meetings as adviser or his/her deputy as appropriate.

The Board Assurance Manager shall be secretary to the Committee and will attend to take minutes of the meeting and provide appropriate support to the Chair and committee members.

4. QUORUM

No business shall be transacted at a meeting unless the Chair of the Board and 2 Non-Executive Directors are present for the whole meeting.

5. FREQUENCY

The Committee will meet as required by the Chair of the Board and will meet on at least two occasions per year.

6. AUTHORITY

The Committee is authorised by the Board to undertake any activity within its terms of reference. In particular, it may:

- Seek advice from whatever source it deems to be appropriate in order to fulfil its function.
- Authorise the Chief Executive and Director of Human Resources and Organisational Development to implement remuneration packages recommended by the Committee and approved by the Board, providing the sums are within the delegated powers in the Standing Orders and Standing Financial Instructions and are in line with Department of Health guidance.

7. DUTIES

The main functions of the Committee are:

- a) To advise and make recommendations in writing to the Board on performance, development, succession planning and appropriate remuneration and terms of service for the Chief Executive, Executive Directors and all other Directors who operate at Board level within the Trust, guided by Department of Health policy and best practice. Advice to the Board on remuneration includes all aspects of salary as well as arrangements for termination of employment and other contractual terms.
- b) To ensure that in advance of recruitment to Chief Executive, Executive Director and all other Director roles, which operate at Board level, terms of service, have been agreed before the posts are advertised.

- c) To ensure robust objectives, performance measures and evaluation processes are in place within the Trust in respect of the Chief Executive, Executive Directors and all other Directors. At mid and end year (May and October), the Committee will review the performance of the Chief Executive on the advice of the Chair, and the performance of the Executive Directors and all other Directors, on the advice of the Chief Executive. This will include an appraisal of their performance in relation to their role as a Board member.

- d) To advise the Board and oversee appropriate contractual arrangements for the Chief Executive, Executive Directors and all other Directors including secondment requests and the proper calculation and scrutiny of termination payments taking account of relevant guidance as appropriate.

The Chief Executive is responsible for ensuring that the Director of Human Resources and Organisational Development brings forward the necessary information in a timely manner to enable the Committee to discharge its functions and takes appropriate follow-up action.

8. REPORTING

Formal minutes will be recorded of each meeting of the Committee and will be distributed to the members of the Committee for approval at the subsequent meeting. Recommendations made by the Committee will be reported in writing to the next Trust Board meeting for approval.

Following each meeting, the Chair of the Committee will provide a written summary report to the next Trust Board meeting. This will include recommendations made by the Committee for Trust Board approval.

SOUTHERN HEALTH AND SOCIAL CARE TRUST
REMUNERATION AND TERMS OF SERVICE COMMITTEE

MEMBERSHIP 2022-23

Ms Eileen Mullan (Chair)
Ms Geraldine Donaghy, Non Executive Director
Mrs Pauline Leeson, Non Executive Director

In attendance

Dr Maria O’Kane, Chief Executive
Mrs Vivienne Toal, Director of Human Resources and Organisational
Development (Adviser)
Mrs Sandra Judt, Board Assurance Manager (Secretary to Committee)