



Norfolk and Suffolk
Integrated Care Board

Remuneration and Human Resources Committee Terms of Reference

**NHS Norfolk and Suffolk
Integrated Care Board**

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1. Purpose

- 1.1. The Remuneration and Human Resources 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. 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. 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.
- 1.2. These terms of reference, which are published on the ICB website as an appendix to its Constitution, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3. 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.

2. Authority

- 2.1. The Remuneration Committee is authorised by the Board to:
- 2.2. Investigate any activity within its terms of reference
- 2.3. 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.
- 2.4. 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.
- 2.5. 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.
- 2.6. For the avoidance of doubt, in the event of any conflict, the ICB's Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference.

3. Remit and Responsibilities

For the Chief Executive, Directors and other Very Senior Managers:

- 3.1. Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions and lease car schemes
- 3.2. Determine arrangements for termination of employment and other contractual terms and non-contractual terms.

For all staff:

- 3.3. Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change)
- 3.4. Oversee contractual arrangements.
- 3.5. 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.
- 3.6. The Committee shall review as required, the Chief Executive's performance.
- 3.7. The Committee shall establish arrangements for monitoring and evaluating the performance of individual senior officers and managers, as approved by the ICB Board.
- 3.8. The Committee shall advise on and oversee contractual arrangements for staff by developing policies to ensure an equitable and consistent approach.
- 3.9. The Committee shall receive and approve on behalf of the Board human resources, Organisational Development, health and safety and Learning and Development policies and procedures.
- 3.10. The Committee shall receive the minutes of any sub-groups that may be formed and receive and approve reports on Organisational Development and Learning and Development.
- 3.11. By reference to the Board Assurance Framework, the Committee shall monitor allocated risks and satisfy itself and assure the Audit Committee that the mitigating actions proposed for each allocated risk are reasonable and that each mitigating action is being undertaken.
- 3.12. In making its recommendations the Committee will take into account:
 - Provisions of any national guidance and arrangements
 - Relevant legislation (in particular anti-discrimination and equal pay legislation)
 - Best practice and affordability
 - Employee relations and relevant staffing matters within the Integrated Care Board
 - Remuneration levels elsewhere within the NHS and other relevant labour markets
 - Trends and development in non-pay benefits and terms and conditions
 - Organisational performance
 - Auditor requirements
 - Existing terms and conditions of service
 - Statutory health and safety legislation and best practice
- 3.13. The Committee will retain the right to place specific reports, on an exception basis and with the agreement of the Chair, in a closed agenda whereby the content of the report and subsequent discussion, will not be accessed under the Freedom of Information Act 2000. Reports placed in a closed agenda will be returned to the Board Secretary or nominated deputy at the meeting for shredding. Committee members will be responsible for deleting the relevant electronic records from their own computer systems.

- 3.14. Assurance in relation to ICB statutory duties relating to people such as compliance with employment legislation including such as Fit and proper person regulation (FPPR).
- 3.15. Approve human resources policies for ~~employees~~ and for other persons working on behalf of the ICB.

4. Relationship with the ICB Board

- 4.1. The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.
- 4.2. In discharging its responsibilities to the Board, the Committee will provide regular reports to the Board on its work and escalate any risks and issues as appropriate.
- 4.3. The Chair of the Committee in consultation with members and senior officers of the ICB may make decisions that are required urgently by way of a Chairs action, in line with the ICB's Standing Orders, which shall be appropriately documented and reported at the next meeting of the Committee.
- 4.4. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure in a report to the full Board.

5. Membership

- 5.1. The Committee members shall be appointed by the Board in accordance with the ICB Constitution.
- 5.2. The Board will appoint no fewer than three members of the Committee including two independent members of the Board. Other members of the Committee need not be members of the board, but they may be.
- 5.3. The Chair of the Audit Committee may not be a member of the Remuneration Committee.
- 5.4. The Chair of the Board may be a member of the Committee but may not be appointed as the Chair.
- 5.5. No employee of the ICB or individual who relies on the ICB for a significant portion of their income may be a member of the Committee.

6. Chair and Deputy Chair

- 6.1. In accordance with the constitution, the Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.
- 6.2. Committee members may appoint a Deputy Chair from amongst the members.
- 6.3. In the absence of the Chair, or Deputy Chair, the remaining members present shall elect one of their number to Chair the meeting.
- 6.4. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference.

7. Attendees

- 7.1. Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.
- 7.2. Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:
 - Executive Director of People, Governance and Corporate Services or nominated deputy
 - Executive Finance and Contracts Director or their nominated deputy
- 7.3. 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.
- 7.4. No individual should be present during any discussion relating to:
 - Any aspect of their own pay
 - Any aspect of the pay of others when it has an impact on them.

8. Secretary and Administration

- 8.1. The Committee shall be supported with a secretariat function which will ensure that:
- 8.2. 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.
- 8.3. Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.
- 8.4. 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.
- 8.5. The Chair is supported to prepare and deliver reports to the Board.
- 8.6. The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- 8.7. Action points are taken forward between meetings.

9. Meeting Quoracy and Decision

- 9.1. The Committee will meet in private.
- 9.2. The Committee will meet at least twice each year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.
- 9.3. The Board, Chair or Chief Executive may ask the Remuneration Committee to convene further meetings to discuss particular issues on which they want the

Committee's advice

- 9.4. In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

Quorum

- 9.5. For a meeting to be quorate a minimum of two of the non-executive members is required, including the Chair or Vice Chair.
- 9.6. If any member of the Committee has been disqualified from participating on item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
- 9.7. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

10. Decision Making and Voting

- 10.1. Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.
- 10.2. The Group will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 10.3. Only members of the Group can vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 10.4. Where there is a split vote, with no clear majority, the Chair will cast a second deciding vote.

11. ICB Values

- 11.1. Members will be expected to conduct business in line with the ICB values and objectives and the principles set out by the ICB.
- 11.2. Members of, and those attending, shall behave in accordance with the ICB's constitution, Standing Orders, and Standards of Business Conduct Policy.

12. Equality, Diversity and Inclusion

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

13. Review

Date Approved:	1 April 2026
Next Review:	March 2027