

## REMUNERATION SUB-COMMITTEE FOR THE CHAIR AND NON-EXECUTIVE DIRECTORS

### COMPOSITION AND TERMS OF REFERENCE

#### 1. Purpose

As laid down in the Constitution Remuneration Sub-Committee (the Sub-Committee) is to be established for the purposes of setting the remuneration of the Chairman and other Non-Executive Directors. The sub-committee will make a recommendation to the Council of Governors in relation to the annual remuneration of the Non-Executive Directors of Harrogate and District NHS Foundation Trust.

#### 2. Membership

The membership of the Sub-Committee shall consist of:

- A minimum of four Governors, at least three being public;
- The Chief Executive;
- The Director of Workforce and Organisational Development;
- The Director of Finance;
- The Deputy Director of Corporate Affairs; and,
- The Corporate Affairs and Membership Manager.

The Sub-Committee shall report to the Council of Governors in writing at its next meeting.

All meetings of the Committee will be minuted.

#### 3. Chair of the Remuneration Sub-Committee

- 3.1 The Sub-Committee will be chaired by an identified Governor, usually the Deputy Chair of Governors.

#### **4. Support for the Remuneration Sub-Committee**

The Director of Workforce and Organisational Development will provide information and advice to the Sub-Committee to ensure compliance with best practice. The meetings of the Sub-Committee will be recorded in the form of minutes.

#### **5. Responsibilities of the Remuneration Sub-Committee**

- 5.1 To recommend to the Council of Governors remuneration packages for the Non-Executive Directors and Chairman of the Trust in line with current market intelligence.
- 5.2 To judge where to position the Trust relative to other NHS Foundation Trusts and comparable companies in relation to remuneration levels.
- 5.3 To be sensitive to pay and employment conditions elsewhere in the Trust when determining any salary increase.
- 5.4 The Deputy Chair of the Council of Governors will assist in monitoring and evaluating the performance and development of the Non-Executive Directors and Chairman through the annual appraisal mechanism.

#### **6. Quorum**

A quorum is five members, three of which being Governors.

#### **7. Frequency of meetings**

The Sub-Committee will meet on an annual basis. Additional meetings will be called as required.

#### **8. Notice of meetings**

Meetings of the Sub-Committee will be called at the request of the Council of Governors.

Details of each meeting including agenda and supporting papers will be forwarded to each member of the Sub-Committee five working days before the date of the meeting.

#### **9. Minutes of meetings**

Revised July 2015

Minutes of the meetings will be circulated to all members of the Sub-Committee and to all other members of the Council of Governors, then to the Board of Directors as soon as reasonably practical.

## **10. Reporting arrangements**

The proceedings and recommendation of the Sub-Committee will be reported to the next meeting of the Council of Governors.

## **11. Authority**

The Sub-Committee is authorised to seek information and advice either within the trust or externally on any matters within its terms of reference.

## **12. Review**

These terms of reference will be reviewed annually and approved by the Council of Governors.