

**MINUTES OF THE REMUNERATION COMMITTEE FOR NON-EXECUTIVE
DIRECTORS INCLUDING THE CHAIRMAN
Held on 22 July 2015 in the Boardroom, Trust HQ,
Harrogate District Hospital**

Present

Members: Rev. Dr Mervyn Willshaw, Public Governor/Deputy Chair of
Governors (Chair)
Ms Pamela Allen, Public Governor
Dr Sally Blackburn, Public Governor
Mrs Liz Dean, Public Governor
Mrs Emma Edgar, Staff Governor
Mrs Jane Hedley, Public Governor
Mrs Sally Margerison, Staff Governor
Mrs Joyce Purkis, Public Governor
Mrs Fiona Wilson, Staff Governor

Ex Officio:

Mrs Colvin, Corporate Affairs and Membership Manager
Mr Jonathan Coulter, Deputy Chief Executive/Finance
Director
Mr Andrew Forsyth, Interim Head of Corporate Affairs
Miss Polly McMeekin, Deputy Director of Workforce and
Organisational Development
Dr Ros Tolcher, Chief Executive

1. Apologies for absence

Apologies were received from Mr Michael Armitage, Public Governor, Mrs Carol Cheesebrough, Staff Governor, Mrs Sarah Crawshaw, Stakeholder Governor, Cllr John Ennis, Stakeholder Governor, Mrs Jane Hare, Public Governor, Mrs Pat Jones, Public Governor, Mrs Joanna Parker, Stakeholder Governor, Mr Peter Pearson, Public Governor, Mr Andy Robertson, Public Governor, Dr Daniel Scott, Staff Governor,

2. Terms of Reference

The Committee made no changes to the existing Terms of Reference, circulated prior to the meeting, and this will be noted at the next Council of Governor meeting on 29 July for ratification.

3. Remuneration of Non-Executive Directors including market intelligence and benchmarking

Rev. Dr Willshaw referred to Paper 2, kindly prepared by Miss McMeekin, which had been circulated prior to the meeting and taken as read.

In accordance with the NHS Foundation Trust's Code of Governance and the Trust's Constitution, the Council of Governors is responsible for setting the remuneration of the Non-Executive Directors including the Chairman.

The content of the paper provided detailed information on the roles and responsibilities of the Chairman and Non-Executive Directors and performance reviews. Data collected by CAPITA (a specialist advisory service on Boardroom pay) from the 2013/14 annual reports and accounts showed the salary levels paid for the Chair, Deputy Chair (Vice Chair) plus Senior Independent Director (SID), Audit Chair and SID, Audit Chair, Deputy Chair (Vice Chair), SID and Non-Executive Directors in all Foundation Trusts. This information enabled benchmarking to take place against remuneration levels in other NHS Foundation Trusts

4. Determination of remuneration for 2015/16

The Committee noted that the NHS Pay Negotiating Council (PNC) had confirmed for staff on Agenda for Change terms and conditions a 1% consolidated pay rise for all staff up to point 42 (£57,069) in addition to an increment freeze for staff on pay point 34 (£40,964) and above for one year only from April 2015. The pay award differs for Medical and Dental staff. Those at the top of the scale will receive either a 1% or 2% non-consolidated sum, depending on when they reached the top of their scale.

The Committee noted that Executive Directors had not been awarded a cost of living award uplift for the coming year 2015/16.

Taking into account the information provided, the options for consideration were:

1. that no uplift is applied to Non-Executive Director remuneration for 2015/16,
2. to agree a different, local percentage uplift.

A detailed discussion followed including Non-Executive Director roles and salaries, guidance received and current financial challenges.

Rev. Dr Willshaw reminded the Committee that Non-Executive Directors, including the Chairman, had only once received an increase in remuneration in the past five or six years. In light of the present financial situation, the fact that

Executives are not receiving an incremental award and guidance from the Department of Health, it would be inappropriate to propose an uplift for 2015/16.

The recommendation of the Remuneration Committee, proposed by Ms Allen and seconded by Mrs Hedley, which would be subject to ratification at the next Council of Governors meeting on 29 July 2015, would be:

1. to propose that no uplift is applied to Non-Executive Director remuneration, including the Chairman, for 2015/16.

Governors on the Committee recognised the value that Non-Executive Directors bring to the Trust and acknowledge their continued hard work and dedication.

5. Any other business

There was no other business.