

Appointments & Remuneration Committee

Terms of Reference

1. Introduction

The Appointments & Remuneration Committee (the committee) is established as a sub-committee of the Governing Body of NHS Northumberland Clinical Commissioning Group (CCG) in accordance with the constitution, standing orders and scheme of delegation.

These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the committee and shall have effect as if incorporated into the CCG's constitution and standing orders.

2. Principal Function

The committee will advise the Governing Body on senior appointments, about appropriate remuneration and terms of service, and determine the remuneration and terms of service of members of the Very Senior Managers directly accountable to the Accountable Officer or Chief Operating Officer.

3. Membership

The membership of the committee will consist of:

- The CCG Lay Chair
- All Lay Governors

The committee will be chaired by the CCG Lay Chair, who will be deputised as required by one of the Lay Governors (excluding the Audit Committee Chair).

The Accountable Officer will be the lead officer for the committee and will be invited to attend all meetings; he or she will withdraw for discussions relating to his or her own remuneration. The Governing Body Secondary Care Doctor and Governing Body Nurse, North East Commissioning Support representatives, other officers, employees, and practice representatives of the CCG may be invited by the chair to attend all or part of meetings of the committee to provide advice on particular discussion topics. They will

not be in attendance for discussions about their own remuneration or terms of service and may be requested to withdraw from the meeting by the chair if deemed necessary.

Those invited to attend will not be entitled to vote.

4. Secretarial support

Secretarial support to the committee will be provided from the office of the Strategic Head of Corporate Affairs.

5. Frequency of meetings

Meetings will be held as required (and specifically when considering the remuneration and conditions of service for one of the CCG's Very Senior Managers), but not less than once per financial year.

In exceptional circumstances and where agreed in advance by the committee chair, members of the committee or others invited to attend may participate in meetings by telephone, by the use of video conferencing facilities and/or webcam where such facilities are available. Participation in a meeting in any of these manners shall be deemed to constitute presence in person at the meeting.

6. Agendas and papers

The agenda for meetings of the committee will be set by the committee chair.

The agenda and papers for meetings of the committee will be distributed 5 working days in advance of the meeting. Items for the agenda should be notified to the chair 10 days in advance of each meeting. The setting of agendas for, and minutes of, each meeting should identify where discussion should rightly be recorded as being of a confidential or commercially sensitive nature.

Chair approved minutes of each meeting will be circulated to committee members within 5 working days of the meeting.

7. Quoracy and Voting

Two members are needed for the committee to be quorate.

Decisions required as part of a meeting will be determined by simple majority. Where there is no majority the committee chair will have a casting vote. If the chair is absent from the meeting the deputising chair will have a casting vote.

8. Remit and responsibilities of the committee

The committee will:

- make recommendations to the Governing Body on the approach to pay and remuneration for Very Senior Managers of the CCG, clinical sessional and domain director's reimbursement rates and allowances under any pension scheme it might establish as an alternative to the NHS pension scheme
- make recommendations to the Governing Body on arrangements for the appointing process for the group's proposed Accountable Officer
- make recommendations to the Governing Body on the appointment of the Chief Operating Officer
- make recommendations to the Governing Body on the appointment of the CCG's Very Senior Managers
- make recommendations to the Governing Body on the remuneration and conditions of service of the Accountable Officer, Chief Operating Officer and other members of the Board
- make recommendations to the Governing Body on the remuneration and conditions of service of proposed appointments of the group's Very Senior Managers, prior to confirmation of appointment
- consider the severance payments of the Accountable Officer, Chief Operating Officer and other members of the Board, and be assured that HM Treasury approval has been obtained as appropriate

9. Reporting arrangements

The committee reports to the group's Governing Body.

The committee will provide a report to the meeting of the Governing Body following each meeting of the committee, unless this meeting is within 10 working days of the meeting of the committee, in which case the committee will provide a report to the following meeting of the governing body.

Minutes of the committee will be received formally at the same meeting of the Governing Body as the committee's report.

The Governing Body will hold the committee to account for the delivery of its remit and responsibilities.

10. Policy and best practice

The committee will apply best practice in its decision making, and in particular it will:

- comply with current disclosure requirements for remuneration
- seek independent advice about remuneration for individuals where appropriate to ensure equity and fairness
- ensure that decisions are based on clear and transparent criteria
- comply with the group's policy and procedures for the declaration of interests
- consider national guidance as appropriate

- recognise the need to consider all information objectively in order to arrive at balanced and justifiable decisions

The committee will have full authority to commission any reports or surveys it deems necessary to help it fulfil its obligations.

11. Conduct of the committee

All members of the committee and meeting participants will comply with the Standards of Business Conduct for NHS Staff, the NHS Code of Conduct, and the Nolan principles.

The committee will review its performance, membership and Terms of Reference at least once per financial year. It will make recommendations for any resulting changes to the Terms of Reference to the Governing Body for approval. No changes will be effective unless and until they are agreed by the Governing Body.

Reviewed July 2018

Next Review July 2019