**NHS Gloucestershire Clinical Commissioning Group**

**Governing Body Remuneration Committee**

**Terms of Reference**

1. **Introduction**

1.1 The remuneration committee (the committee) is established in accordance with NHS Gloucestershire Clinical Commissioning Group’s 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 clinical commissioning group’s constitution and standing orders.

1. **Membership**

2.1 The committee shall be appointed by the clinical commissioning group from amongst its governing body members. The members shall include:-

* All Lay members of the Governing Body
* CCG Chair
* 2 GP members of the Governing Body

2.2 The non-clinical Vice Chair shall be the Chair of the committee.

2.3 No one other than the members of the committee is entitled to be present at committee meetings. The Accountable Officer will only attend when the remuneration and terms of service of other Directors is being discussed

2.4 The committee may invite any person to attend meetings to provide advice and/or expertise as required. Any such person shall not be a member of the committee and shall withdraw upon request.

1. **Secretary**

3.1 The committee secretary shall be the Associate Director Corporate Governance

1. **Quorum**
   1. The quorum of the committee shall be three members.
2. **Frequency and notice of meetings**

5.1 The committee shall meet not less than twice a year.

5.2 Written notice of the date, venue and agenda shall be circulated to all committee members not less than 5 working days before the proposed date.

5.3 The Chair of the committee may convene additional meetings as required.

5.4 The minutes of committee meetings shall be circulated as soon as is practicable after the meeting to which they relate to members of the committee and the Accountable Officer.

1. **Remit and responsibilities of the committee**
   1. The committee shall make recommendations to the governing body on determinations about pay and remuneration for employees of the clinical commissioning group and people who provide services to the clinical commissioning group and allowances under any pension scheme it might establish as an alternative to the NHS pension scheme.
   2. Specifically the committee shall undertake the following:-
      1. determine the policy regarding terms of service and remuneration of the members of the Governing Body having regard to the provisions of national arrangements where appropriate;
      2. have delegated authority to review the performance and determine the individual remuneration arrangements including any performance related pay for members of the Governing Body;
      3. consult with the Accountable Officer and Chair of the Governing Body in relation to their proposals relating to the remuneration of members of the Senior Management Team;
      4. approve any changes to the standard contract of employment for members of the Governing Body, where applicable, including termination arrangements taking into account relevant guidance and current good practice;
      5. agree terms for the termination of a contract having regard to HM Treasury guidance and current good practice;
2. **Relationship with the governing body**

***Authority***

* 1. The committee is authorised by the Governing Body to obtain legal advice, remuneration or other professional advice, including the appointment of external advisor and/or consultants, related to its functions as it deems fit at the expense of the clinical commissioning group.
  2. The committee shall recommend appropriate action(s) should be taken by the Governing Body in allowing the committee to fulfill its terms of reference.

***Monitoring and Reporting***

* 1. The minutes of each meeting of the committee shall be formally recorded and retained by the clinical commissioning group. The minutes shall be submitted to the Governing Body.
  2. The Chair of the committee shall report the outcome and any recommendations of the committee to the Governing Body.

1. **Policy and best practice**
   1. The committee shall have regard to current good practice; policies; and guidance issued by the National Commissioning Board, the clinical commissioning group and other relevant bodies.
2. **Conduct of the committee**
   1. The committee shall conduct its business in accordance with these terms of reference and the clinical commissioning group’s governance arrangements.