

NHS Resolution Remuneration and Terms of Service Committee (RemCo)

Terms of reference

Scope:	The Board has established a Committee to be known as the Remuneration and Terms of Service Committee (RemCo). The Committee is a non-executive committee of NHS Resolution's Board, which determines its terms of reference.
Role and main duties:	<p>The Remuneration and Terms of Service Committee will:</p> <ul style="list-style-type: none"> (i) Determine the remuneration, benefits and terms of service of all posts covered by the Executive and Senior Managers' (ESM) pay framework in line with that Framework. (ii) If required seek and obtain approval from the Department of Health and Social Care for any changes to remuneration in line with the arrangements in the ESM pay framework. (iii) Review and approve as required proposals by the Chief Executive for the recruitment or appointment of staff at the ESM level. (iv) Ensure that effective systems are in place and are being properly administered to monitor and evaluate the performance of those covered by the ESM pay framework, including such assessments as may be required to determine the level of remuneration, including any bonus payments in line with the ESM pay framework. (v) Oversee contractual arrangements for employees covered by the ESM pay framework, including the calculation and scrutiny of termination payments, ensuring that such payments are appropriate, reflect best practice and take account of both national guidance and Department of Health and Social Care and Treasury approval requirements. (vi) Take responsibility for identifying and, together with the Chief Executive, approving candidates to fill executive Board vacancies as and when they arise. (vii) Agree the appointment and renewal of any Associate Non-Executive Director posts, including where appropriate the associated remuneration and terms of appointment. (viii) Satisfy itself with regard to the effectiveness of the plans and processes that are in place for succession planning for senior positions, ensuring that these arrangements are supplemented by appropriate management development programmes. (ix) Consider requests in principle for payments to any employee which require the approval of the Department of Health and Social Care's Governance and Audit Committee, including redundancy payments with a capitalised value of £100,000 or more, payments in lieu of notice of £50,000 or more and ex gratia payments of £20,000 or more.

Chair:	Chair of the NHS Resolution Board.
Membership:	<p>The Remuneration and Terms of Service Committee shall comprise of up to five members as follows:</p> <ul style="list-style-type: none"> • Chair of NHS Resolution as Chair of the Committee or such other non-executive as the Chair may nominate from time to time. • All Non-Executive members (excluding the Associate Non-Executive Directors) <p>Details of the membership are to be given in the Annual Report.</p> <p>The Committee is supported by a secretary to be appointed by the Chair.</p>
Attendees:	<p>Attendees at the meeting will be at the invitation of the Chair of the Committee.</p> <p>The Chief Executive will attend meetings as required to present his/her reports on the performance of the Executive and senior managers but will not be present for discussions about their own remuneration.</p> <p>Other senior managers may be invited to attend for the discussion of specific items not related to their own positions.</p> <p>The Deputy Director of Human Resources and Organisational Development will be available to advise the Chair and the Committee if required and will attend meetings at the request of the Chair.</p>
Administration:	<p>All members should attend a minimum of one meeting a year.</p> <p>A record of meeting attendance will be maintained and included within the Committee Annual Report.</p> <p>The Remuneration and Terms of Service Committee will be provided with a secretariat function.</p>
Reporting and Accountability:	<p>The approved Committee Terms of Reference will be published and available to the public.</p> <p>All those attending a Committee meeting will be asked to declare any conflicts of interest at each meeting and a course of action will be determined accordingly.</p> <p>The Committee may ask anyone who attends the meeting but is not a member to withdraw to facilitate open and frank discussion on a particular subject.</p>

	<p>The Chair will submit a report on the Committee's activities for information to a meeting of the Board at least once a year and ensure the Board is informed on a timely basis of relevant decisions.</p> <p>Copies of the Minutes will be made available to the auditors as required.</p>
Rights:	<p>Subject to any restrictions set out in relevant legislation, the Remuneration and Terms of Service Committee is authorised by the Board to determine any matter within its terms of reference.</p> <p>The Committee will take proper account of national agreements e.g. Agenda for Change and guidance issued by the Department of Health and Social Care and the NHS on the pay for executive and senior managers in reaching its decisions.</p> <p>The Committee will also have proper regard to the Authority's circumstances and performance.</p> <p>The Committee may seek such information or independent advice as may be necessary to inform its decisions.</p>
Frequency of meetings:	<p>Meetings shall be held as required but at least twice a year.</p> <p>Committee members or the Chief Executive may request a meeting at any time should they consider it to be necessary and the Chair will consider that request and organise a meeting if appropriate.</p>
Quorum:	<p>Remuneration and Terms of Service Committee meetings require a quorum of at least three members, including the chair of the meeting.</p>
Monitoring and Assessment:	<p>The Remuneration and Terms of Service Committee will review its performance annually including its compliance with these terms of reference, the results of which will be reported to the Board. If considered appropriate the Committee will recommend changes to these terms of reference for approval by the Board.</p>
Document Author:	<p>Deputy Director of HR & OD</p>
TOR review:	<p>The Remuneration and Terms of Service will review its Terms of Reference annually and submit them for approval to the Board.</p>
Approval process	
RemCo Endorsement Date:	<p>12 March 2025</p>
Board Approval Date:	<p>26 March 2025</p>

Version control			
Date	Author	Version	Reason for change
January 2018	Head of HR & OD	V1	NHS Resolution review and approval by Board
January 2019	Head of HR & OD	V2	Review and approval by Board
January 2020	Head of HR & OD	V3	Review and approval by Board
January 2022	Head of HR & OD	V4	Review and approval by Board
January 2023	Deputy Director of HR & OD	V5	Review and approval by Board
August 2023	Corporate and Information Governance Team	-	Aligned to consistent committee ToR format
March 2024	Deputy Director of HR & OD	V6	No change – endorsed by RemCo as fit for purpose Review and approval by Board
March 2025	Deputy Director of HR & OD	V6	Minor changes – endorsed by RemCo as fit for purpose Review and approval by Board
March 2025	Board	V6 Final	Approved