

BSW, Dorset and Somerset ICBs Cluster

Joint Remuneration Committee – Terms of Reference (ToR)

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1. Introduction

- 1.1 The Joint Remuneration Committee (the Committee) is established by the BSW, Dorset and Somerset Integrated Care Boards (ICB), as a Committee of their respective Boards in accordance with each ICB's Constitution.
- 1.2 These Terms of Reference
- set out the membership, remit, responsibilities and reporting arrangements of the Committee
 - are defined and agreed, and may be amended by, the respective ICB Boards in accordance with each ICB's Constitution and Scheme of Reservations and Delegations (SoRD)
 - are published on the BSW, Dorset, and Somerset ICBs websites, as part of each ICB's Governance Handbook.

2. Responsibilities and duties

- 2.1 The Committee's main purpose is
- to exercise the functions of the ICBs relating to paragraphs 18 to 20 of Schedule 1B to the NHS Act 2006; and
 - to function as an advisory and assurance committee of each Board with regards to the ICB's respective discharge of its responsibilities as an employer.
- 2.2 The Boards have delegated the following functions to the Committee:
- Determination of remuneration and conditions of service
 - Assurance that nominations, recruitment and appointments of the ICB's Board members follow due process
 - Oversight and assurance of the ICBs' executive board members' performance for purposes of determining performance related pay or similar pay awards.
- 2.3 The Committee's responsibilities and duties are as follows:
- 2.3.1 For the Cluster Chief Executive Officer, Cluster Chief Officers and other Very Senior Managers (VSM):
- a. Determine and approve all aspects of remuneration and conditions of service including:
 - i. salary, including any performance-related pay or bonus;
 - ii. provisions for other benefits, including pensions and cars;
 - iii. allowances under any pension scheme it might establish as an alternative to the NHS pension scheme;
 - iv. arrangements for terminations and severance payments; and
 - v. other allowances;

The Committee will ensure that any approvals from regulators and / or

government departments (e.g. NHSE, HM Treasury) are sought as required.

- b. For all ICB staff
 - i. Determine each ICB's pay policy which may include the adoption of pay frameworks such as Agenda for Change, pension schemes, allowances, benefits, employee tribunal settlements;
 - ii. Determine the arrangements for termination payments and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate;
 - iii. Ensure that each ICB has in place appropriate contractual arrangements with its employees.

Non-executive Board member remuneration will be determined by the national framework, with the Cluster Chair exercising limited discretion for any additional allowances. The Committee will not discuss remuneration or succession planning of the ICB Board's Independent Non-Executive Directors due to Committee members' conflicts of interests.

2.3.2 Performance and evaluation

- a. Ensure that a framework is in place for the appraisal and performance management process for the Cluster Chief Executive and Cluster Executive Directors, take assurance that the process is undertaken, and consider its outcomes for the purposes of any pay review.
- b. Consider matters relevant to the Cluster Chief Executive's, Cluster Executive Directors', and VSMS' continuation in post including any suspension or termination of their service as employees of the respective ICB, subject to the provisions of the law and their service contract.
- c. Take assurance that a framework is in place for the appraisal and effectiveness review of non-executive, partner and other ordinary Board members, including for the robust and compliant application of the Fit and Proper Person requirements. The Cluster Chair leads the appraisal of the Cluster Chief Executive and of non-executive, partner and other ordinary Board members, and will consider action that may be required – this may include decision to terminate the term of office of a member of the Board or its Committees. For the avoidance of doubt, the Committee will not undertake appraisals of Board members.

2.3.3 Succession Planning

- a. Ensure that succession plans are in place for all the ICBs' Board members, including mechanisms to ensure that the Boards have the right balance of skills, knowledge and perspectives to discharge their duties and functions. This includes undertaking an annual skills review of the Board.

The Cluster Chair will lead succession planning of the ICBs' Independent Non-Executive Directors.

- b. Ensure that succession plans are in place for the Cluster Chief Executive, Executive Directors and VSMS, taking into account the leadership needs of the organisations, existing challenges, risks and opportunities, and the skills and expertise needed for the health economy in the future.

2.3.4 Nominations and appointments (Board and committees)

- a. Assurance that nominations, recruitments and appointments of Board members follow due process,
- b. Assure each Board and the Cluster Chair that in making any appointments to each ICB Board and its committees, due process is followed, and any statutory and regulatory requirements / expectations are complied with.

3. Benchmarking and guidance

- 3.1 The Committee will take proper account of National Agreements and appropriate benchmarking, for example Agenda for Change and guidance issued by the Government, the Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations.

4. Authority

- 4.1 The Committee is authorised to
 - Investigate any activity within its terms of reference;
 - Seek any information it requires within its remit, from any employee of the ICBs or any member of each ICB Board;
 - Commission reports required to help fulfil its obligations;
 - Obtain independent professional advice and secure the attendance of advisors with relevant expertise to fulfil its functions. In doing so, the Committee must follow any procedures put in place by the respective ICB for obtaining professional advice;
 - The committee is invested with the delegated authority to act on behalf of each ICB Board. The limit of such delegated authority is restricted to the areas outlined in the Responsibilities of the Committee;
 - Create sub-groups of the Committee and determine the terms of reference of such sub-groups in accordance with each Board's Constitution, Standing Orders and SoRD. The Committee may not delegate any decision-making powers to such groups.

5. Accountability and Reporting

- 5.1 The Committee is accountable to the BSW ICB, Dorset ICB and Somerset ICB Boards and reports to each Board on how it discharges its responsibilities.
- 5.2 After each meeting of the Committee, the Committee Chair reports to each Board about decisions taken, assurances received, and any concerns that the Committee wishes to escalate.

- 5.3 Reporting will be through the form as specified by and agreed with each ICB Board, and may take the form of the Committee's minutes, of exception or highlight reports, or dedicated reports produced by the Committee.
- 5.4 On behalf of the Committee, the Chair may also report about other issues and matters within the Committee's remit that in the Committee's view require the attention or decision-making of each Board.
- 5.5 The Committee receives scheduled assurance reports from any sub-groups that it establishes, in a format that is determined by the Committee and enables it to obtain the assurances that it seeks.
- 5.6 A report will be written annually on the Committee's business during that year, and this will form part of the ICB's Annual Report.

6. Membership

- 6.1 The following are members of the Committee who have voting rights and decision-making powers:
- Six Non-Executive Directors
 - One of these Non-Executive Directors will chair the Committee. The chair will have the specific knowledge, skills and experience to chair the Committee.
 - The Non-Executive Chair of the Audit Committee cannot be a member of the Committee so as to maintain their independence to objectively scrutinise and assure the ICBs' governance arrangements.
 - The Cluster Chair may be a member of the Committee but cannot chair it.
- 6.2 The following are regular attendees of the Committee. They will inform and advise the Committee, but have no voting rights or decision-making powers:
- The CEO
 - The Chief Officer Strategic Finance and Resources
 - The Deputy Chief People Officer

When determining the membership of the committee, active consideration will be made to diversity and equality.

No individual should be present during any discussion relating to:

- any aspect of their own performance, pay (incl. benefits, severance etc), or conditions of service
- any aspect of the performance, pay (incl. benefits, severance etc), or conditions of service of others when it has an impact on them

Members are expected to make every effort to attend all committee meetings.

- 6.3 The Committee Chair may determine one of the other Non-Executive members of the Committee as deputy chair.

- 6.4 Only the above members and regular attendees of the Committee have the right to attend Committee meetings.
- 6.5 In addition, the Chair on behalf of the Committee may invite ad-hoc and in view of agenda items such individuals to Committee meetings as are considered necessary to enable the Committee's effective conduct of its business. Such additional attendees will only attend as requested and will not become regular attendees. They will not have a right to receive committee papers, and they will not have voting rights or decision-making powers.
- 6.6 The Committee Chair may ask any or all of those who normally attend Committee meetings, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 6.7 In the case of absences:
- a. In the absence of the Committee Chair and the Committee's deputy chair, the remaining members present determine one of their number as Chair of the meeting.
 - b. Where a Committee member is unable to attend, they should ensure that a named and briefed deputy attends the meeting in their place. Such deputies will count towards the quorum.
 - c. Where a regular attendee of the Committee is unable to attend a meeting, a suitable representative may be agreed with the Committee Chair.

7. Quorum

- 7.1 A quorum shall be three members (including the Chair or Deputy Chair of the committee).
- 7.2 If any member of the Committee is disqualified from participating in an item on the agenda due to a declared conflict of interest, that individual no longer counts towards the quorum.
- 7.3 In the event of difficulty in relation to achievement of the quorum, independent Non-Executive Members who are not members of the committee may be co-opted as members for individual meetings. The Chair of the Audit Committee cannot be co-opted.
- 7.4 If the meeting becomes inquorate, and if members agree, the meeting may continue but cannot take decisions. Any decisions in principle must be ratified at the next quorate meeting of the Committee.

8. Meeting frequency and conduct

- 8.1 The Committee will normally meet twice during a business year, and otherwise as required. Additional meetings may be convened on an exceptional basis at the

discretion of the Committee Chair.

The ICB Boards, Cluster Chair or Cluster Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

- 8.2 A meeting is constituted when members attend face-to-face, via telephone or video conferencing, any other electronic means, or through a combination of the above. Quoracy rules apply in any case. For the avoidance of doubt, this provision applies to and facilitates the Committee's decision making by email, should this be required to expedite an urgent decision.
- 8.3 The Committee normally holds its meetings in private.
- 8.4 The Committee conducts its business in accordance with relevant codes of conduct, good governance practice, including the Nolan principles of public life, the ICBs' Standards of Business Conduct Policies, Standing Financial Instructions, SoRD and other relevant policies / guidance on good and proper meeting conduct for NHS organisations.
- 8.5 All Committee members are bound by the Standing Orders and other relevant policies of each ICB. All members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the meeting minutes.
- 8.6 The Committee will apply each ICB's Standards of Business Conduct Policy with regards to the management of conflicts of interest. This means that the Chair will consider the exclusion of members and / or attendees from discussion and / or decision-making if individuals have a relevant material or perceived interest in a matter under consideration.

9. Decision making

- 9.1 Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.
- 9.2 Decisions are normally arrived at by consensus.
- 9.3 Where consensus cannot be reached, the Chair will move to a formal vote. The quoracy rules apply. Only members of the Committee may vote. Each member is allowed one vote, and a simple majority is conclusive on any matter. The Chair may have a casting vote if members are equally divided on an issue.
- 9.4 If a decision is urgent and cannot wait for the next scheduled meeting, and an extraordinary meeting is not appropriate or possible, the Chair may conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on behalf of the Chair. The quoracy rules as set out in these Terms of Reference will apply. All out-of-meeting decisions will be formally reported to the Committee.

10. Equality, Diversity and Inclusion

10.1 Members must demonstrably consider the equality and diversity implications of decisions they make.

11. Secretariat and administration

- 11.1 The Secretariat for the Committee is provided by the Governance Team. The Secretariat will ensure that:
- a. The Committee's forward plan is maintained and kept current with the Chair and the relevant executive lead.
 - b. Meeting agendas are agreed by the Chair with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in accordance with each ICBs Standing Orders.
 - c. Members' and regular attendees' attendance at meetings is monitored, and the Chair is informed if members do not meet the minimum expectations re attendance.
 - d. Records of members' appointments and renewal dates are up-to-date, and the Chair and the Board are prompted to renew membership and identify new members where necessary.
 - e. Management of conflicts of interest including ensuring correct handling of declarations.
 - f. Good quality minutes are taken in accordance with each ICBs Standing Orders and agreed with the Chair, and a record is kept of matters arising, action points and issues to be carried forward.
 - g. The Chair is supported to prepare and deliver reports to each Board.
 - h. The Committee is updated on pertinent issues/ areas of interest/ policy developments.
 - i. Action points are taken forward between meetings, and progress against those actions is monitored.
 - j. Governance advice is available and easily accessible for Committee members.

12. Review

12.1 The Committee will regularly review its performance, its membership and these terms of reference, and recommend to each ICB Board any amendments it considers necessary to ensure it continues to discharge its business effectively

Effective date: March 2026 (Board approved)

Review date: within 12 months of approval or earlier as required

Contact: bswicb.clustergovernance@nhs.net

Appendix 1: Revision History

Version	Date	Approved by	Type of changes
V1.0	March 2026	BSW ICB Board Dorset ICB Board Somerset ICB Board	Establishment of the Joint Committee and approval of ToR

Document control

The controlled copy of this document is maintained by the governance function for the BSW, Dorset and Somerset ICB cluster BSW ICB. Any copies of this document held outside of that area, in whatever format (e.g., paper, email attachment), are considered to have passed out of control and should be checked for currency and validity.

Appendix 2: Members

Six Non-Executive Directors:

Suzannah Power (Chair)

Rob Whiteman

Ade Williams

Adrian White

Christopher Foster

Caroline Gamlin