



Western Health  
and Social Care Trust



Approved at Trust Board on 4 September 2025

# Remuneration & Terms of Service Committee - Terms of Reference

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## **REMUNERATION AND TERMS OF SERVICE COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. PURPOSE OF COMMITTEE**

The purpose of the Committee is to advise Trust Board about appropriate remuneration and terms of service for the Chief Executive and other Directors including:

- (i) all aspects of salary (including any performance-related elements/ bonuses);
- (ii) provisions for other benefits, including pensions and cars;
- (iii) arrangements for termination of employment and other contractual terms.

#### **2. MEMBERSHIP OF THE COMMITTEE**

The Committee comprises:

The Chair and three Non-Executive Directors

None of these members should be members of the Trust's Audit and Risk Assurance Committee.

The Chief Executive, or other Executive Directors, may be invited to attend the Committee in an advisory capacity but will withdraw when a matter concerning their remuneration package, terms of service or other matter of individual confidentiality is being discussed or documented.

The Director of Human Resources & Organisation Development, or their deputy as appropriate, will also attend the Committee as adviser.

### **3. QUORUM**

No business shall be transacted at a meeting unless the Chair or Vice Chair (if designated) and two Non-Executive Directors are present for the whole meeting.

### **4. FREQUENCY OF MEETINGS**

The Committee will meet as required by the Chair and will meet on at least one occasion per year.

### **5. RECORD OF MEETINGS**

Formal minutes will be recorded of each meeting of the Committee and, with the exception of items of individual confidentiality, will be distributed to the members of the Committee and presented for approval at the subsequent meeting.

The HR Advisor shall be secretary to the Committee and will attend to take minutes of the meeting and provide appropriate support to the Chair and committee members.

### **6. ACCOUNTABILITY OF THE COMMITTEE**

Recommendations made by the Committee will be reported in writing to the next appropriate Trust Board meeting for approval.

The Committee will report in writing to the Trust Board at least annually the basis for its decisions and recommendations.

The Committee is authorised by the Trust Board to undertake any activity within its terms of reference. In particular it may:

- Seek advice from whatever source it deems to be appropriate in order to fulfil its function.

- Authorise the Chief Executive and Director of Human Resources & Organisation Development to implement remuneration packages recommended by the Committee and approved by the Board, providing the sums are within the delegated powers in the Standing Orders and Standing Financial Instructions and are in line with Department of Health guidance.
- Members of the Committee will be in receipt of confidential and personal information in respect of Senior Executives and will take steps to ensure the confidential status of this information is maintained/protected.

## **7. ROLES AND RESPONSIBILITIES OF THE COMMITTEE**

The main functions of the Committee are:

- To advise the Board on performance, development and appropriate remuneration and terms of service for the Chief Executive and all Directors who operate at Board level within the Trust, guided by Department of Health policy and best practice.
- To make such recommendations to the Trust Board on the remuneration, allowances and terms of service of the Chief Executive and, on the advice of the Chief Executive, all other Directors operating at Board level.
- To advise the Trust Board and oversee appropriate contractual arrangements for the Chief Executive and all Directors operating at Board level including the proper calculation and scrutiny of termination payments taking account of relevant guidance as appropriate.
- To ensure that the Chief Executive and Directors are fairly rewarded for their individual contribution to the organisation having proper regard to the organisation's circumstances and performance and to the provision of national arrangements.

- To ensure robust objectives, performance measures and evaluation processes are in place within the Trust in respect of the Chief Executive and all other Directors operating at Board level within the Trust.
- To monitor and evaluate the performance and development of the Chief Executive and on the advice of the Chief Executive, all other Directors who operate at Board level within the Trust.

The Chief Executive is responsible for ensuring that the Director of Human Resources & Organisation Development brings forward the necessary information in a timely manner to enable the Committee to discharge its functions and takes appropriate follow-up action.

## **8. REVIEW OF TERMS OF REFERENCE**

These Terms of Reference and operating arrangements will be reviewed on at least an annual basis by the Committee.