



Remuneration and Nomination Committee Terms of Reference

1.0 Constitution

1.1 The Remuneration and Nomination Committee (the Committee) is a standing Committee that has been formally constituted by the Board of Directors of Yorkshire Ambulance Service NHS Trust (the Trust) in accordance with its Standing Orders, including the Scheme of Powers Delegated and Reserved to the Board, and the Standing Financial Instructions (SO/SFIs) of the Trust will apply to the conduct of the working of the Committee.

2.0 Authority

2.1 The Committee is authorised by the Board of Directors to act within its terms of reference and will be provided with Trust resources to do so. All members of Trust staff are directed to co-operate with any request made by the Committee.

2.2 The Committee has the right of access to all information that it deems relevant to fulfil its duties, which may require any Trust colleague to attend a meeting of the Committee to present information or answer questions on a matter under discussion.

2.3 The Committee is authorised by the Board of Directors to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary.

2.4 The Committee has no executive powers other than those set out in these Terms of Reference.

2.5 The Committee is authorised to meet via a virtual/remote arrangement if it deems that necessary.

2.6 The Committee is authorised, in exceptional circumstances, to conduct discrete business outside its scheduled meetings where it is not practicable to convene a full meeting.

3.0 Purpose and Duties

3.1 The purpose of the Committee includes the following:

3.1.1 Nomination Duties

3.1.2 The Committee shall identify suitable candidates to fill Executive Director/VSM vacancies as required.

3.1.3 Review on a regular basis the structure, size, diversity and composition (including skills, knowledge and experience) required of the Board and agree any changes.

3.1.4 Give full consideration to and make plans for succession planning at Chief Executive and Executive Director level.

- 3.1.5 Keep the leadership needs of the Trust under review at Executive Level to ensure the continued ability of the Trust to operate effectively within the health system.
- 3.1.6 Where a vacancy is identified, prepare and agree a role description and person specification required for the particular post. In identifying suitable candidates, the Committee shall use open advertising or the services of external advisors to facilitate the search.
- 3.1.7 Consider whether suitable candidates meet the “fit and proper persons test” criteria set out in Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014.
- 3.1.8 Be responsible for identifying and agreeing for appointment, candidates to fill posts following the recruitment process.
- 3.1.9 Be responsible for identifying and agreeing a suitable candidate for the position of Chief Executive.

3.2 Performance Duties

- 3.2.1 Receive reports on the performance of the Chief Executive and other Executive Directors/VSMs against their agreed objectives and agree the performance assessment frameworks for individual Executive Directors and the Board of Directors as a whole.
- 3.2.2 Receive confirmation from the Chair in respect of the Chief Executive and from the Chief Executive in respect of the other Executive Directors/VSMs on completion of their annual appraisals and of any issues that may have been identified.
- 3.2.3 Consider any matters relating to the continuation in office of any Executive Director/VSM at any time including the suspension or termination of service, subject to the provisions of law and their contract or service contract.
- 3.2.4 Review the ongoing appropriateness and relevance of the Trust’s Remuneration Policy.
- 3.2.5 Set the remuneration for all Executive Directors within the terms of the agreed Remuneration Policy and following consultation with the Chief Executive. This will include basic salary, pension rights (insofar as these fall within the Committee’s powers), any benefits of any kind, any incentive arrangements and compensation commitments on early termination arrangements.
- 3.2.6 Consider the performance criteria and any upper limits for annual bonuses and incentive schemes including in the remuneration of Executive Directors/VSMs.
- 3.2.7 Ensure the Committee is adequately informed of comparative levels of remuneration for Executive Directors and other Trust employees who may be contracted on terms which are not part of the national NHS terms and conditions such as ‘agenda for change’.
- 3.2.8 Establish levels of remuneration which are sufficient to attract, retain and motivate Executive Directors of the quality and with the skills and experience required to lead the Trust successfully.
- 3.2.9 Ensure compliance with the requirements of HMRC and regulators such as NHS England with regard to severance pay and or other payments outside of contractual obligations, including and not limited to any off-payroll payments (*in respect of Executive Director/VSM posts*). The Committee must be satisfied that such payments are in the best interest of the Trust and represents value for money. The Committee must therefore:
 - Satisfy itself that it has the relevant information before it, to make a decision to approve a submission for payment outside of contractual obligations;

- Consciously discuss and assess the merits of the case;
- Consider the payment or payment range being proposed and addressing whether it is appropriate, taking into account the issues set. The Committee should only approve such payment which it considers to be in the public interest and in accordance with HMT guidance “Managing Public Money”.
- Keep a written record summarising its discussions and decision; and
- Monitor redundancy/exit payments/capitalised pension costs for all staff groups and to approve any redundancy/capitalised pension costs in excess of £100,000.

3.2.10 To monitor compliance with IR35/ off payroll requirements.

3.2.11 The remuneration and terms of appointment of the Chairman and Non-Executive Directors are not within the remit of this Committee but are determined by the Secretary of State for Health delegated as appropriate to NHS England.

4.0 Membership

4.1 The Committee membership will be agreed by the Board of Directors and will consist of:

- Chair of the Trust (Chair of the Committee)
- All other Non-executive Directors
- Chief Executive (when appointing or appraising other Executive Directors)

5.0 Attendees

5.1 Attendees will include:

- Associate Non-executive Director
- Director of Workforce and Organisational Development
- Company Secretary

5.2 Additional Trust members of staff or external people will be invited as and when required to support the workings of the meeting.

5.3 An attendance record will be held for each meeting.

6.0 Quorum

6.1 The Committee will be deemed quorate with three members of the Committee including the Chair or his nominated deputy.

6.2 No business shall be transacted by the Committee unless a quorum is present.

6.3 Members are able to attend Committee meetings in person, by telephone, or by other electronic means.

6.4 Members in attendance by electronic means will count towards the quorum.

6.5 Members must demonstrably consider, and take appropriate positive action in respect to, the equality and diversity implications of decisions taken by the Committee.

7.0 Decision Making and Voting

7.1 Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Committee Chair may call a vote.

- 7.2 Only members present at a meeting of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 7.3 In the case that an equality of votes arises, the Chair of the Committee will hold the casting vote.

8.0 Committee Administration

- 8.1 The Committee will meet at least twice per annum. The Committee shall meet at any other time that the Chair of the Committee and Chief Executive shall require, in order to allow the Committee to discharge all of its responsibilities.
- 8.2 The Chair of the Committee, the Chief Executive and Director Lead and the Company Secretary will meet to agree the agenda for each meeting. The agenda will be based on the Committee Annual Work Plan and any agreed additional items.
- 8.3 The Company Secretary or their nominated designate will support the Chair of the Committee and the Chief Executive in the management of the Committee's business and for drawing attention to good practice, national guidance and other relevant documents, as appropriate.
- 8.4 Notice of each meeting, shall be made available to each member of the Committee, no less than four working days before the date of the meeting in electronic form unless agreed otherwise by the Chair and Lead Director.
- 8.5 Administrative support to the Committee shall be provided by the secretary. The secretary will take minutes and clearly record actions. Items for inclusion on the agenda shall be submitted to the secretary 7 days prior to the meeting. Agendas can only be amended by the agreement of the Committee Chair and Director Lead.
- 8.6 The Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure that these are recorded in the minutes accordingly.
- 8.7 The Secretary shall minute the proceedings of all Committee meetings and provide draft minutes within five working days, reviewed by the Lead Director and then approved by the Committee Chair within 10 working days of the meeting.

9.0 Reporting and Accountability

- 9.1 The Committee is accountable to the Board of Directors.
- 9.2 The Chair will report to the Board of Directors (in Private) at least twice per year on how the Committee has discharged its responsibilities.
- 9.3 The Committee will report to the Board annually on its work in support of the annual governance statement. The Annual Report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee has considered and how these were addressed.
- 9.5 There are no sub-Committees/Groups reporting into the Committee.

10.0 Monitoring and Review

- 10.1 The Terms of Reference of the Committee will be reviewed at least annually and submitted to the Board for approval.
- 10.2 The Committee will undertake an annual review of its performance, via self-assessment by its members and any agreed actions, will be reported to the Board.

Reviewed by the Committee: 3 May 2023

Approved by the Board of Directors: 25 May 2023

Next Planned Annual Review: April 2024