



**Yorkshire  
Ambulance Service**  
NHS Trust



# Remuneration and Nominations Committee Terms of Reference 2026-27

FOR BOARD APPROVAL

## DOCUMENT CONTROL INFORMATION

<b>Document name</b>	<b>Remuneration and Nomination Committee Terms of Reference</b>
<b>Version</b>	1.0
<b>Responsible Committee</b>	Board of Directors
<b>Responsible Director</b>	Director of Corporate Services and Company Secretary
<b>Document Owner (title)</b>	Head of Corporate Governance and Deputy Company Secretary
<b>Document Lead (title)</b>	Head of Corporate Governance and Deputy Company Secretary
<b>Approved By</b>	Board of Directors
<b>Date Approved</b>	26 March 2026
<b>Review Date</b>	March 2027
<b>Equality Impact Assessed (EIA)</b>	Not applicable
<b>Protective Marking</b>	Not Protectively Marked

## Our Strategy 2024-29

<b>Our Purpose</b>	To provide and co-ordinate safe, effective, responsive and patient-centred out-of-hospital emergency, urgent and non-emergency care, so all our patients can have the best possible experience and outcomes
<b>Our Vision</b>	Great Care Great People Great Partner
<b>Our Values</b>	Kindness Respect Teamwork Improvement
<b>YAS Together</b>	Care Lead Grow Excel Everyone

## Our Bold Ambitions

<b>Our Patients</b>	Our ambition is to deliver exceptional patient-centred out-of-hospital emergency, urgent and non-emergency care, which is safe, kind and responsive, seamlessly integrating services and utilising technology to deliver a high-quality patient experience
<b>Our People</b>	Our ambition is to be a diverse and inclusive organisation with a culture of continuous improvement, where everyone feels valued, included, proud to work and can thrive
<b>Our Partners</b>	Our ambition is to be a collaborative, integral and influential partner across a joined-up health and social care network that works preventatively, reduces inequality and improves population health outcomes, supporting all our communities
<b>Our Planet and Pounds</b>	Our ambition is to be a responsible and sustainable organisation in the use of our financial and physical resources, reducing our environmental impact and ensuring the most effective use of all our resource

# THE REMUNERATION AND NOMINATIONS COMMITTEE

Reviewed by Committee	11 December 2025
Approved by Board of Directors	26 March 2026

# THE REMUNERATION AND NOMINATIONS COMMITTEE

## Terms of Reference

### 1.0 Constitution

- 1.1 The Remuneration and Nominations Committee ('the Committee') is a standing Committee that has been formally constituted by the Board of Directors ('the Board') of the Yorkshire Ambulance Service NHS Trust ('the Trust') in accordance with its Standing Orders.
- 1.2 The Scheme of Powers Delegated and Reserved to the Board, the Scheme of Financial Delegation, and the Standing Financial Instructions 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.
- 2.2 All members of Trust staff are directed to co-operate with any request made by the Committee.
- 2.3 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.
- 2.4 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.
- 2.5 The Committee has no executive powers other than those set out in these Terms of Reference.
- 2.6 The Committee is authorised to meet via a virtual / remote arrangement if it deems that necessary.
- 2.7 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 and duties of the Committee include the following:

#### **3.2 Nomination Duties**

The Committee shall:

- Have oversight of the process for identifying suitable candidates to fill Executive Director and other senior leadership vacancies (e.g. Very Senior Manager roles) as required.
- Review at appropriate intervals the structure, size, and composition required of Board roles and agree any changes.
- Ensure that the Trust maintains appropriate arrangements for succession planning in relation to senior leadership roles, particularly the Chief Executive, the Deputy Chief Executive, and other Executive Director roles.
- Keep the leadership needs of the Trust at Executive level under review (including roles that report to the Executive level) to ensure the continued ability of the Trust to operate effectively within the health and care system.
- Where an Executive Director vacancy is identified, agree a role description, person specification and other particulars required for the post. In identifying suitable candidates, the Committee shall use open advertising and may engage the services of external advisors to facilitate the search.
- 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.
- Be responsible for agreeing the appointment of suitable candidates to fill posts following the recruitment process.
- Be responsible for identifying and agreeing the appointment of a suitable candidate for the position of Chief Executive.

#### **3.3 Performance Duties**

- Agree the performance assessment frameworks for the Chief Executive, Executive Directors and other senior leadership roles as required.
- Receive reports on the performance of the Chief Executive, the Deputy Chief Executive, the Executive Directors and other senior leadership roles as required (e.g. Very Senior Manager roles) against their agreed objectives.
- Receive confirmation from the Chair regarding the completion of the annual appraisal of the Chief Executive and of any issues that may have been identified by the appraisal process.

- Receive confirmation from the Chief Executive regarding the completion of the annual appraisal of the Deputy Chief Executive, Executive Directors, and other Very Senior Manager roles as required, and of any issues that may have been identified by the appraisal process.
- Consider any matters relating to the continuation in office of the postholder of any Executive Director or other Very Senior Manager (other than the Company Secretary, whose appointment and dismissal is a matter reserved to the Board) role at any time, including the suspension or termination of service, subject to the provisions of law and their contract or service contract.
- Make recommendations to the Board, as required, regarding the appointment or dismissal of the Company Secretary.
- Where an Executive Director is to leave their post on terms outwith their contract of employment (e.g. not fulfilling their full notice period or working to materially reduced hours during their notice period), ensure that a risk assessment has been completed and approved by the Board.
- Review the ongoing appropriateness and relevance of the Trust's Remuneration Policy.
- Set the parameters of the remuneration package for all Executive Director and other Very Senior Manager roles 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.
- Receive confirmation from the Chief Executive of the terms of the remuneration package offered to and accepted by appointees to all Executive Director and other Very Senior Manager roles.
- Consider the performance criteria and any upper limits for annual bonuses and incentive schemes including in the remuneration for Executive Director and other Very Senior Manager roles.
- Ensure the Committee is adequately informed of comparative levels of remuneration for Executive Director roles, other Very Senior Manager roles, and other Trust roles where the postholder may be contracted on terms which are not part of the national NHS terms and conditions.
- Establish levels of remuneration which are sufficient to attract, retain and motivate candidates for Executive Director and other Very Senior Manager roles of the quality and with the skills and experience required to lead the Trust successfully.
- Monitor compliance with IR35 / off payroll requirements.
- Agree any discretionary supplementary payments made by the Trust to Non-Executive Directors in respect of their duties and special responsibilities. (For the avoidance of doubt, the remuneration and terms of appointment of the Chairman and Non-Executive Directors are not within the remit of this Committee. These are determined by the

Secretary of State for Health and Social Care delegated as appropriate to NHS England.)

- Unless otherwise received by the Board of Directors, receive assurance regarding the operation of the Fit and Proper Person Test framework within the Trust, including the completion of annual checks and the submission of the required annual return to NHS England.

### 3.4 Payments Outside of Contractual Obligations

The Committee must ensure compliance with the requirements of government agencies and departments - including but not limited to HMRC, HM Treasury, and NHS England - regarding severance pay and other payments outside of contractual obligations, including and any off-payroll payments (in respect of Executive Director and other Very Senior Manager posts). The Committee must be satisfied that such payments are in the best interest of the Trust and represent value for money. The Committee must therefore:

- Satisfy itself that it has received and understood all available relevant information, including financial information and formal legal advice where needed, to approve payments outside of contractual obligations.
- Consciously discuss and assess the merits of the case.
- Where required, ensure that an appropriate risk assessment has been completed and has been approved by the Board.
- Consider the payment or payment range being proposed and address whether it is appropriate, considering all relevant issues. The Committee should only approve such payments which it considers to be in the public interest and in accordance with the current version of the HM Treasury guidance "Managing Public Money".
- Keep an appropriately detailed written record summarising its discussions.
- Keep an appropriately detailed written record of its decisions, including the rationale for (a) selecting the preferred option and (b) discounting any other options.
- Monitor redundancy and other exit payments and capitalised pension costs for all staff groups; and approve any redundancy and capitalised pension costs in excess of £100,000.

## 4.0 **Membership**

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

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

- 4.2 The Trust Chair will be the Chair of the Committee.
- 4.3 The Deputy Trust Chair will be the Deputy Chair of the Committee.
- 4.4 In the absence of both the Trust Chair and the Deputy Trust Chair, the Senior Independent Director may act as Committee Chair.

## **5.0 Attendees**

- 5.1 Attendees will include:
- Associate Non-Executive Directors (where applicable)
  - Chief Executive (when not appointing or appraising Executive Directors)
  - Director of People and Organisational Development
  - Company Secretary
- 5.2 Additional Trust members of staff or external attendees 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 in attendance, including one of the Trust Chair, the Trust Deputy Chair or the Senior Independent Director.
- 6.2 No business shall be transacted by the Committee unless a quorum is present.
- 6.3 Members may 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 Trust's 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. Members in attendance by electronic means are entitled to vote.
- 7.3 Each member is allowed one vote. A simple majority will be considered conclusive on any matter.
- 7.4 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, the Director Lead and the Company Secretary will 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 will support the Chair of the Committee and the Chief Executive in the management of the Committee's business.
- 8.4 Notice of each meeting shall be made available to each member of the Committee, no fewer 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 Company Secretary or their nominated deputy.
- 8.6 Items for inclusion on the agenda shall be submitted to the Company Secretary no fewer than seven days prior to the meeting. Agendas can only be amended by the agreement of the Committee Chair and Director Lead.
- 8.7 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.
- 8.8 The meetings and any other formal proceedings of the Committee will be recorded as minutes. Draft minutes will be produced within five working days of each meeting, reviewed by the Lead Director and then approved by the Committee Chair within 10 working days of the meeting.
- 8.9 An urgent decision may be exercised by the Chair after having consulted with at least one other Committee member and the Director Lead. The exercise of such powers by the Chair will be reported to the next formal meeting of the

Committee.

8.10 In order to facilitate a more flexible decision-making process between formal meetings the Committee may, where deemed appropriate by the Chair, and as long as there is quorum, consider a matter circulated via email and record their decision by email correspondence. A record of the decision will be created and reported to the next formal meeting of the Committee.

## **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 on how the Committee has discharged its responsibilities.

9.3 The Committee will report to the Board annually on its work. 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.

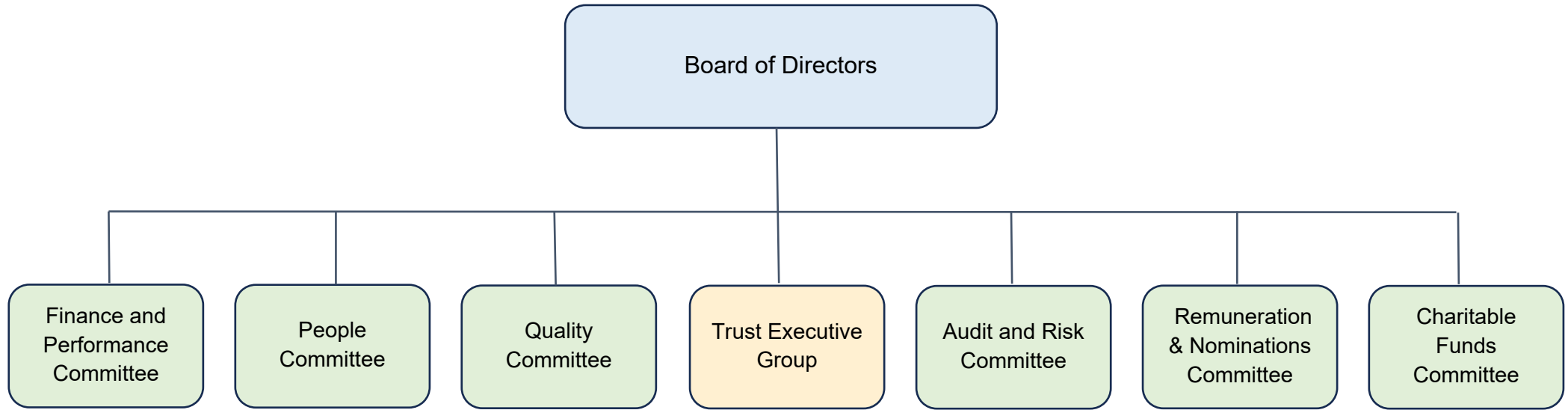
9.4 There are no sub-Committees/Groups reporting into the Committee.

## **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.

**APPENDIX A: BOARD AND COMMITTEE STRUCTURE**



**APPENDIX B: COMMITTEE MEETING DATES 2026/27 (subject to change during the year)**

		Board: Public and Private	Board: Strategic Forum and Private	Trust Executive Group	Audit and Risk Committee	Quality Committee	Finance and Performance Committee	People Committee	Remuneration and Nominations Committee	Charitable Funds Committee	Board as Corporate Trustee
2026	April		23	1 and 15	14	9	16			30	
	May	21		6 and 20		7	14	5			21
	June		25(ARA) <sup>1</sup>	3 and 17	23(ARA) <sup>2</sup>	11	11				
	July	23		1 and 15	14	9	16	7	23 tbc	30	
	August			5 and 19							
	September	24(+AGM) <sup>3</sup>		2 and 16		10	17	1	24 tbc		
	October		22	7 and 21		13	15			29	
	November	26		4 and 18	10	12	19	3	26 tbc		26
	December		10	2 and 16		17	15				
2027	January	28		6 and 20	19	14	21	12		26	
	February		25	3 and 17		11	18				
	March	25		3 and 17		11	18	2	25 tbc		

Meeting dates correct as of 01 March 2026. Dates subject to change during the year