

The Non-Executive Member Remuneration Committee of North East London ICB

TERMS OF REFERENCE

Status	<ol style="list-style-type: none">1. The Non-Executive Member Remuneration Committee (“the Committee”) is established by the Integrated Care Board (“the ICB”) as a Committee of the Board of the ICB (“the Board”).2. These Terms of Reference (ToR) set out the membership, remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board. Additionally, the membership of the Committee must be approved by the Chair of the Board.3. The Committee and all of its members are bound by the ICB’s Constitution, Standing Orders, Standing Financial Instructions, policies and procedures of the ICB.
Authority	<ol style="list-style-type: none">4. The Committee is authorised by the Board to take all necessary actions to fulfil the remit described within these terms of reference, including obtaining professional (including legal) advice, commissioning reports and creating groups. The Committee will follow the processes described by the Board for commissioning any professional advice. The Committee may establish groups to assist the committee to undertake its functions but it cannot delegate decisions to such groups.5. In reliance on its authority set out at paragraph 4 immediately above, as at 1 July 2022, the Committee has established the ICB People and Culture Group.
Purpose	<ol style="list-style-type: none">6. The Committee has a limited role and has been set up, in accordance with the ICB’s Constitution, for the special purpose of considering the remuneration of the Non-Executive Members of the ICB and Associate Non-Executive Members. This is because some of the non-executives are members of the ICB’s Remuneration Committee and, consistently with the ICB’s processes and national expectations for managing conflicts of interest, the Board is required to have a suitable mechanism for ensuring that no individual is involved in discussion or decision-making relating to their own pay.
Responsibilities of the Committee	<ol style="list-style-type: none">7. Agreeing arrangements for the remuneration of Non-Executive Members (other than the Chair) in line with ICB remuneration policy and any other

Chairing arrangements

relevant policies and any guidance issued by NHS England or other relevant body.

8. Remuneration and terms of appointment for the Chair will be set by NHS England
9. The Committee's Remuneration duties are as follows:

For the Non-Executive Members of the Board:

- (i) Determine all aspects of remuneration and any allowances of the above members in line with ICB policy and any relevant national guidance and benchmarking.

Membership

10. The Committee will be chaired by the Chair of the Board, appointed on account of their specific knowledge, skills and experiences making them suitable to chair the Committee and will agree the Committee's agenda and ensure that its work and discussions meet the objectives set out in these terms of reference.

11. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference.

12. Committee members may appoint a Vice Chair from its members. If a Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

13. The Committee members will be appointed by the Board in accordance with the ICB Constitution and the Chair of the ICB will approve the membership of the Committee.

14. The Committee will have the following five members, who are also members of the Board:

- (a) Chair of the ICB (Chair)
- (b) Chief Executive
- (c) Local Authority Partner Member
- (d) Trust/FT Partner Member
- (e) Primary Medical Services Partner Member

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

16. No individual should be present during any discussion relating to:

- (a) any aspect of their own pay.

Participants

- (b) any aspect of the pay of others when it has, or could reasonably be perceived to have, an impact on them.

17. Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee. The ICB's most senior People and OD Advisor (the Chief People and Culture Officer) or their nominated deputy will attend meetings of the Committee in order to ensure the Committee has access to appropriate advice.
18. Meetings of the Committee may also be attended by the following individuals for all or part of a meeting as and when appropriate:
 - (a) Chief Finance and Performance Officer or their nominated deputy;
 - (b) Chief Executive or their nominated deputy.
19. The Chair may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion on particular matters.
20. For the avoidance of doubt, the paragraph above applies equally to participants as to members.

Meetings, Quoracy and Decisions

21. The Committee will operate in accordance with the ICB's governance framework, as set out in its Constitution and Handbook and wider ICB policies and procedures, except as otherwise provided below:

Scheduling meetings

22. The Committee will meet at least once each year and will meet in private. Additional meetings may be convened on an exceptional basis at the discretion of the Chair.
23. The Board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

Quoracy

24. For a meeting to be quorate, three of the five members must be present, which must include either the Chair of the ICB or the Chief Executive.
25. If any member of the Committee has been disqualified from participating on an item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
26. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Voting

27. Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible, the Chair may call a vote. Only members of the Committee may vote. Each member is allowed one vote and a simple majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be recorded in the minutes.

Papers and notice

28. A minimum of seven clear working days' notice is required of the date and time of a meeting. Notice of all meetings will comprise venue, time and date of the meeting, together with an agenda of items to be discussed. Supporting papers must be distributed at least five clear working days ahead of the meeting.

29. On occasion it may be necessary to arrange urgent meetings at shorter notice. In these circumstances the Chair will give as much notice as possible to members. Urgent papers will be permitted in exceptional circumstances at the discretion of the Chair.

Virtual attendance

30. It is for the Chair to decide whether or not the Committee will meet virtually by means of telephone, video or other electronic means. Where a meeting is not held virtually, the Chair may nevertheless agree that individual members may attend virtually. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. How a person has attended a meeting shall be specified in the meeting minutes.

Recordings of meetings and publication

31. Except with the permission of the Chair, no person admitted to a meeting of the Committee will be permitted to record the proceedings in any manner whatsoever, other than in writing;

Confidential information

32. Where confidential information is presented to the Committee, all those who are present will ensure that they treat that information appropriately in light of any confidentiality requirements and information governance principles.

Meeting minutes

33. The minutes of a meeting will be formally taken in the form of key points of debate, actions and decisions and a draft copy circulated to the members of the Committee together with the action log as soon after the meeting as practicable. The minutes will be submitted for agreement at the next meeting where they will be signed by the Chair.

Governance support

	<p>34. Governance support to the Committee will be provided by the ICB's governance team.</p> <p><u>Conflicts of interest</u></p> <p>35. Conflicts of interest will be managed in accordance with the policies and procedures of the ICB and those contained in the Handbook and shall be consistent with the statutory duties contained in the National Health Service Act 2006 and any statutory guidance issued by NHS England.</p>
<p>Behaviours and Conduct</p>	<p>36. Members will be expected to behave and conduct business in accordance with:</p> <ul style="list-style-type: none"> (a) The ICB's policies and procedures including its Constitution, Standing Orders and Standards of Business Conduct Policy which includes the Code of Conduct which sets out the expected behaviours that all members of the Board and its committees will uphold whilst undertaking ICB business. (b) The NHS Constitution. (c) The Nolan Principles. <p>37. Members must demonstrably consider equality diversity and inclusion implications of the decisions they make.</p>
<p>Accountability and Reporting</p>	<p>38. The Committee is accountable to the Board and will report to the Board on how it discharges its responsibilities.</p> <p>39. The Committee will submit copies of its minutes and a report to the Board following each of its meetings. Where minutes and reports identify individuals, they will not be made public and will be presented at a 'part B' meeting of the Board. Public reports will be made, as appropriate, to satisfy any requirement in relation to disclosure of public sector executive pay.</p> <p>40. The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.</p>
<p>Review</p>	<p>41. The Committee will review its effectiveness at least annually.</p> <p>42. These ToR will be reviewed at least annually and more frequently if required. Any proposed amendments to the ToR will be submitted to the Board for approval.</p>
<p>Date of approval:</p>	<p>1 July 2022</p>
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