

**UNIVERSITY HOSPITALS SUSSEX NHS FOUNDATION TRUST****APPOINTMENTS AND REMUNERATION COMMITTEE****TERMS OF REFERENCE****1. Membership**

Chair: the Chair of the Trust

All Non-Executive Directors

**2. In attendance**

- 2.1 The Chief Executive should be invited to attend as appropriate, but particularly when the Committee is discussing Executive Director appointments and/or remuneration, but should not be present for discussions about his/her own remuneration and terms of service.
- 2.2 Other executive officers should be invited to attend as appropriate, but particularly when the Committee is discussing areas of risk or operation that are the responsibility of that officer.
- 2.3 The Chief People Officer should attend all meetings in an advisory capacity, but should not be present for discussions about his/her own remuneration and terms of service.
- 2.4 The Company Secretary or his/her nominee shall act as Secretary to the Committee.
- 2.5 No member or attendee shall take part in any discussion relating to his/her post and must declare at the beginning of any meeting any such interest in any items for that meeting.

**3. Duties**

The duties of the Committee are as follows:

- 3.1 To decide on the recruitment and selection process (including the preparation of a description of the role and capabilities required for the appointment of the Chief Executive post on the Trust Board), the appointment, appraisal, remuneration and terms of service of the Chief Executive.
- 3.2 In conjunction with the Chief Executive, oversee the recruitment and selection process (including the preparation of a description of the role and capabilities required for the appointment of the Executive Director posts on the Trust Board), and the appointment of all Executive Directors, and decide on their terms and conditions of service.
- 3.3 As part of 3.2 ensure that the requirements of the Fit and Proper Person Test are applied appropriately.

3.4 Remuneration will consist of a base salary in combination with any or more of the following elements:

Performance related element  
Pensions  
Other benefits

Remuneration should be decided in accordance with Best Practice guidance as set out in Annex A of these Terms of Reference.

3.5 In informing the Committee, the Chief People Officer will prepare the following information:

- list of current basic salary rates for Executive Directors
- list of comparable rates compiled from relevant salary surveys, advertised market rates, the level of experience and qualifications of the Executive Directors and any other relevant factors.
- in determining basic pay increases for senior managers of the Trust, a recommendation for pay increases taking into account national guidelines and advice.

3.5 To monitor the performance of the Chief Executive and, with the Chief Executive, other Executive Director posts.

3.6 To determine appropriate contractual arrangements and termination payments for Executive Directors, taking into account national guidance, where appropriate.

3.7 To act on any other matters delegated by the NHS England or other relevant NHS Bodies relevant to Remuneration and/or Appointments Committees.

3.8 To consider and, subject to current regulatory guidelines approve recommendations in respect of contractual and non-contractual severance and redundancy payments to staff leaving the Trust.

3.9 To consider the principal elements of the structure and terms of appointment for senior roles within the Trust, particularly clinical management roles.

3.10 To receive reports on significant employee relations issues, items of litigation and to approve redundancy payments.

3.12 To review its own performance, constitution and terms of reference on routine basis to ensure it is operating at maximum effectiveness.

#### **4. Quorum**

4.1 The Committee shall be deemed quorate only if three Non-executive Director members are present. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and duties vested in or exercised by the Committee.

#### **5. Authority**

5.1 The Committee is invested with the delegated authority to act on behalf of the Trust Board. The limit of such delegated authority is restricted to the areas outlined in the Duties of the Committee (above) and subject to the rules on Reporting, as defined below. The Committee is empowered to investigate any activity within its Terms of Reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries.

5.2 The Committee is authorised by the Trust Board to obtain independent legal and professional advice and to secure the attendance of external personnel with relevant experience and expertise, should it consider this necessary. All such advice to be arranged in consultation with the Group Company Secretary.

## **6. Frequency of meetings**

6.1 The Committee shall meet at such times as the Chair of the Committee shall require, subject to there being at least two meetings in each calendar year.

## **7. Minutes and Reporting**

7.1 Agendas and briefing papers should be prepared and circulated in sufficient time for Committee Members to give them due consideration.

7.2 The Committee should report to the Board on any items that are appropriate to do so.

## **8. Conduct of Business**

8.1 The conduct of business will conform to guidance set out in the Trust Board Standing Orders, unless alternative arrangements are defined in these Terms of Reference.

8.2 At the discretion of the Chair business may exceptionally be transacted through a teleconference provided all parties are able to hear all other parties and where an agenda has been issued in advance, or through the signing by every member of a written resolution sent in advance to members and recorded in the minutes of the next formal meeting.

## **9. Annual General Meeting**

9.1 The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any stakeholder questions on the Committee's activities.

## **10.0 TERMS OF REFERENCE**

10.01 The Committee shall review its own performance, constitution and terms of reference at least every two years to ensure it is operating at maximum effectiveness. Any proposed changes to the terms of reference should be agreed by the Trust Board.

10.02 It is the Company Secretary's responsibility to make the necessary updates to the terms of reference.

10.03 Approved by Trust Board: February 2022

10.04 Next review: by March 2025

*Note the document has been updated to reflect the change in executive title to the Chief People Officer*