NHS South West London Integrated Care Board

Remuneration Committee

Terms of Reference

Document Management

Revision history

Version	Date	Summary of changes
1	8 May 2026	Core components drafted by SWL and SEL governance teams based on previous RemCo ToRs and aligned with NHS England guidance.
2	1 June 2026	Added initial draft to ToRs template

Approved by

Version	Date	Committee / Group name
2	15 July 2026	SWL ICB Board

Contents

1. Constitution

1.1 The Remuneration Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a committee of the Board. in accordance with its Constitution, Standing Financial Instructions, Standing Orders and Scheme of Reservation and Delegation (SoRD).

1.2 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.

2. Authority

2.1 The Remuneration Committee is authorised by the ICB Board to:

- Undertake any activity within its ToR.
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Remuneration Committee) within its remit as outlined in these ToR.
- Commission any reports it deems necessary to help fulfil its obligations.
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Remuneration Committee members. The Remuneration Committee shall determine the membership and ToR of any such task and finish sub-groups in accordance with the ICB's Constitution, Standing Orders and SoRD but may not delegate any decisions to such groups.

2.2 For the avoidance of doubt, the Remuneration Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD, except as outlined in these ToR.

2.3 The Remuneration Committee has no executive powers, other than those delegated in the SoRD and specified in these ToR.

3. Purpose

3.1. The Committee's main purpose is to exercise the functions of the ICB relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006. In summary: Confirm the ICB Pay Policy including adoption of any pay frameworks for all employees including very senior managers/directors (including board members) and Non-Executive Members excluding the Chair.

3.2. The Board has also delegated the following functions to the Committee:

- Ensuring the ICB follows national pay and terms and condition frameworks to set the pay policy for ICB employees.
- Setting remuneration, allowances, performance-related pay incentives and terms and conditions for the Chief Executive and Very Senior Managers

(VSMs) in line with national guidance.

- Setting remuneration, allowances and terms and conditions for Integrated Care Board members, where required.
- Agreeing any discretionary payments or terms and conditions for staff employed by the ICB.
- Approving any termination or redundancy payments.
- Approving TUPE or other staff transfers into or out of the ICB.
- Setting the ICB pay policy and standard terms and conditions of employment for all individuals appointed by the ICB as clinical leads, workers, office holders (this may include pensions, remuneration, fees, travelling or other allowances payable), and any pay awards for these individuals.

4. Responsibilities of the Remuneration Committee

Specific responsibilities of the Committee include:

For the Chief Executive, Directors and other Very Senior Managers:

4.1 Through the Chief Executive, Directors and other Very Senior Managers to: determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, and other additional benefits.

4.2 Through the Chair: provide feedback on the Chief Executive's performance so as to support the monitoring and evaluation of their performance.

4.3 To consider and approve proposals to establish any new management posts at Very Senior Manager grade.

4.4 To oversee and advise the Board on arrangements for redundancy, termination payments, the use of Pay in Lieu of Notice proposals or any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

4.5 As permitted, to approve the use of the model voluntary redundancy scheme (VRS) and seek NHS England regional approval.

For ICB Board Members:

4.6 Determine remuneration, allowances and terms and conditions for Integrated Care Board members[1].

[1] When determining Non-Executive Board member remuneration the ICB Chair, Chief Executive and either a NHSE or partner representative will meet. Non-Executive Members will not be involved in discussion about their own pay.

For all staff:

4.7 Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change).

4.8 Determine the arrangements for redundancy, termination payments, the use of Pay in Lieu of Notice proposals or any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

4.9 Agree any discretionary payments or terms and conditions for staff employed by the ICB.

Additional functions included in the scope of the Committee include:

4.10 Setting the ICB pay policy and standard terms and conditions of employment for all individuals appointed by the ICB as clinical leads, workers, office holders (this will include pensions, remuneration, fees, travelling or other allowances payable), and any pay awards for these individuals.

4.11 Assurance in relation to ICB statutory duties relating to people such as compliance with employment legislation including such as Fit and Proper Person Test (FPPT).

4.12 Approving TUPE or other staff transfers into or out of the ICB.

5. Membership and attendance

Membership

5.1 The Committee members shall be appointed by the Board in accordance with the ICB Constitution.

5.2 The Remuneration Committee membership is as follows:

- Non-Executive Member (Chair)
- Non-Executive Member
- Non-Executive Member

5.3 The role of Chair will be undertaken by Non-Executive Member

5.4 Members are required to attend a minimum of 75% of meetings, other than absence due to sickness.

5.5 Members may nominate deputies to represent them in their absence and make decisions on their behalf, subject to the approval of the Chair.

5.6 Members will possess between them knowledge, skills and experience in the issues pertinent to the Remuneration Committee's business. When determining the membership of the Remuneration Committee, active consideration will be made to diversity and equality.

Chair and Vice Chair

5.7 The Committee will be chaired by an independent member of the Board which could either be the Chair or a Non-Executive Member, appointed on account of their specific knowledge skills and experience making them suitable to chair the Remuneration Committee.

5.8 Remuneration Committee members may appoint a Vice Chair who will be nominated by the Chair of the Remuneration Committee. If the Committee Chair is absent or is disqualified from participating by a conflict of interest, the Vice Chair, if present, shall preside. If the Chair or Vice Chair are absent from any meeting, a Chair shall be nominated by other members attending that meeting.

5.9 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

Attendees

5.10 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.

5.11 Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:

- The ICB’s most senior HR Advisor or their nominated deputy.
- Chief Finance Officer or their nominated deputy.
- Chief Executive or their nominated deputy.
- The Director of Corporate Services.

5.12 The Board may appoint independent members or advisers to the Remuneration and Nominations Committee who are not members of the Board.

5.13 The Committee Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

5.14 No individual should be present during any discussion relating to:

- Any aspect of their own pay.
- Any aspect of the pay of others when it has an impact on them.

5.15 Attendees may present at meetings and contribute to the relevant discussions but are not allowed to participate in any formal vote.

5.16 Attendees may nominate deputies to represent them in their absence, with agreement of the Chair.

5.17 The Remuneration Committee may call additional experts to attend meetings on a case-by-case basis to inform discussion.

6. Meeting Frequency, Quoracy and Decisions

6.1 The Remuneration Committee will usually meet a minimum of twice annually. Arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

6.2 The Board, Chair or Chief Executive may ask the Remuneration Committee to convene further meetings to discuss particular issues on which they want the advice.

6.3 Meetings will be held in-person, unless previously agreed by the Chair. The Remuneration Committee may choose to meet online, via MS Teams or suitable alternative platform.

Quorum

6.4 For a meeting to be quorate the following members will be required:

- Non-Executive Member
- Non-Executive Member

6.5 If any member of the Remuneration Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

6.6 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision making and voting

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

6.8 Only members of the Remuneration Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

6.9 Where there is a split vote, with no clear majority, the Chair of the Remuneration Committee will hold the casting vote.

6.10 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a ‘virtual’ basis through email or other electronic communication.

6.11 Any decisions taken virtually must be recorded at the next scheduled meeting.

7. Accountability and reporting

7.1 The Remuneration Committee is accountable to the ICB Board and shall provide reports to the Board on how it discharges its responsibilities and shall draw to the attention to any issues that require disclosure or require action.

7.2 The Remuneration Committee shall make any such recommendations to the ICB Board it deems appropriate on any area within its remit where action or improvement is needed.

7.3 The minutes of the meetings shall be formally recorded by the secretary and approved at the next scheduled meeting.

7.4 The Remuneration Committee will report to the ICB Board at least annually to describe how it has fulfilled its ToR, give details of any significant issues that it has considered, and how they were addressed.

8. Conflicts of Interest

8.1 Conflicts of Interest shall be dealt with in accordance with the ICB Conflicts of Interest Policy.

8.2 The Remuneration Committee will have a Conflicts of Interest Register that will be presented as a standing item on the agenda.

8.3 All members and attendees of the Remuneration Committee must declare any relevant personal, non-personal, pecuniary or potential interests at the commencement of any meeting. The Chair will determine if there is a conflict of interest such that the member and/or attendee will be required not to participate in a discussion.

9. Behaviours and Conduct

ICB values

9.1 Members will be expected to conduct business in line with the ICB values and objectives.

9.2 Members of, and those attending, the Committee shall behave in accordance with the ICB’s Constitution, Standing Orders, and Standards of Business Conduct Policy.

Equality and diversity

9.3 Members must demonstrably consider the equality and diversity implications of decisions they make.

10. Secretariat and Administration

10.1 The Remuneration Committee shall be supported with a secretariat function which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.
- Good quality minutes are taken, agreed with the Chair, and a record of matters arising. Action points and issues, with progress updates, will be carried forward between meetings.
- The Chair is supported to prepare and deliver reports to the ICB Board.
- The Remuneration Committee is updated on pertinent issues / areas of interest / policy developments.

11. Review

11.1 The Remuneration Committee will review its effectiveness at least annually and recommend any changes it considers necessary to the ICB Board.

11.2 These ToR will be reviewed at least annually and more frequently if required. Any proposed amendments to the ToR will be submitted to the ICB Board for approval.