

**NHS North Central London  
Integrated Care Board  
Remuneration Committee  
Terms of Reference**

**1. Introduction**

- 1.1 The Remuneration Committee ('Committee') is established in accordance with the Constitution of NHS North Central London Integrated Care Board ('ICB'). It is a committee of the ICB's Board of Members.
- 1.2 These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Committee.

**2. Purpose**

- 2.1 The purpose of the Committee is to:
- a) Approve the remuneration and terms of service for ICB Board members except for the Chair;
  - b) Approve the remuneration and terms of service for ICB office holders, clinical leads and employees at the Very Senior Manager level;
  - c) Set pay policies for employees below the Very Senior Manager level. For the avoidance of doubt the Remuneration Committee does not approve employee pay below the Very Senior Manager level or the ICB's staffing structures. These are delegated to the ICB's Chief Executive.

**3. Role**

- 3.1 The Committee will:
- a) Approve ICB pay policies;
  - b) Approve the remuneration and terms of service for ICB Board members except for the Chair; ICB officers, clinical leads and employees at the Very Senior Manager level. This includes pension rights and any compensation payments;
  - c) Ensure arrangements for remuneration and any allowances agreed by the Remuneration Committee are in line with the ICB pay policies, any other relevant ICB policies and any guidance issued by NHS England or other relevant body.
  - d) Review the appropriateness and relevance of the remuneration policy including the taking into account all factors which are deemed necessary including relevant legal and regulatory requirements, NHS England guidance and NHS terms and conditions of service;
  - e) Obtain reliable and up to date information about remuneration in comparable organisations in terms of scale and complexity. To assist the Committee with this obligation the Committee shall have full authority to appoint remuneration consultants and to commission, purchase and/or obtain any reports, surveys or information which it deems necessary at the expense of the ICB but within any budgetary restraints imposed by the Board of Members;
  - f) Be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultant or consultants who advise the Committee;
  - g) Approve payments for additional responsibilities and provisions for other benefits for ICB Members, office holders, clinical leads and employees at the Very Senior Manager level;

- h) Approve and monitor the level and structure of remuneration packages for ICB members (excluding the Chair), officers and clinical leads;
- i) Ensure that contractual terms of termination and any payments made are fair to the ICB and to the individual, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- j) Approve termination and/or compensation payments;
- k) Approve the policy for authorising claims for expenses by the ICB members, officers and clinical leads;
- l) Approve allowances under any pension scheme the ICB may establish as an alternative to the NHS Pension Scheme;
- m) Approve the provision of other contractual and/or non-contractual benefits outside of national agreement and approved local HR policies where this is necessary including but not limited to lease cars, season ticket loans, recruitment and retention payments;
- n) Work and liaise as necessary with the Board of Members, all other ICB committees and sub-committees;
- o) Declare the relationship between the remuneration of the highest paid director in the ICB and the median remuneration of the ICB's workforce in its annual report in line with the Hutton Fair Pay Review.

#### **4. Membership**

- 4.1 The Committee shall comprise of the following voting members:
  - a) Three Non- Executive Members.
- 4.2 The roles referred to in the list of voting members above describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 4.3 In accordance with the ICB's Constitution all voting members of the Committee must be approved by the ICB's Chair.
- 4.4 It is a principle of the Committee that no one will decide or vote on their own remuneration. Therefore when the Committee is undertaking its role in relation to Non-Executive Members the voting membership of the Committee shall comprise the following:
  - a) The Chair of the ICB;
  - b) Two Members of the Board who are not Executive Directors or Non-Executive Members.
- 4.5 The list of voting members is set out in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.
- 4.6 Voting members may nominate deputies to represent them in their absence.

#### **5. Participants and Observers**

- 5.1 The following people shall attend Committee meetings as standing participants:
  - a) Chief People Officer.
- 5.2 Participants at Committee meetings are non-voting.
- 5.3 The roles referred to in the list of standing participants above describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 5.4 The list of standing participants is contained in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.

- 5.5 Standing participants may nominate deputies to represent them in their absence.
- 5.6 The Committee may invite or allow additional people to attend meetings as participants. Participants may present at meetings and contribute to the relevant discussions but are not allowed to participate in any formal vote.
- 5.7 The Committee may invite or allow people to attend meetings as observers. Observers may not present at meetings, contribute to any discussion or participate in any formal vote.
- 5.8 The Committee may call additional experts to attend meetings on a case by case basis to inform discussion.

## **6. Chair**

- 6.1 The Committee Chair shall be a Non-Executive Member. The Chair may nominate a deputy to represent them in their absence.
- 6.2 It is a principle of the Committee that no one will decide or vote on their own remuneration.
- 6.3 When the Committee is undertaking its role in relation to Non-Executive Members the voting Committee members may appoint one of the members to be the Chair. The Chair may nominate a deputy to represent them in their absence.
- 6.4 Notwithstanding the provisions of section 6.3 above the ICB Chair is prohibited from being the Chair of the Remuneration Committee as per section 29.8(b) of the ICB's Constitution.

## **7. Voting**

- 7.1 The ICB has agreed to use a collective model of decision making that seeks to find consensus between system partners and make decisions based on unanimity as the norm. This includes working through difficult issues where appropriate. If it is not possible to achieve unanimity a vote will be required. Voting shall be as per clause 7.2 below.
- 7.2 Each voting member of the Committee shall have one vote with resolutions passing by simple majority. In the event of a tied vote the Committee Chair shall have the casting vote.

## **8. Quorum**

- 8.1 The Committee will be considered quorate when at least 2 voting members are present.
- 8.2 If any representative is conflicted on a particular item of business they will not count towards the quorum for that item of business. If this renders a meeting or part of a meeting inquorate a non-conflicted person may be temporarily appointed or co-opted onto the Committee to satisfy the quorum requirements.
- 8.3 If a meeting is not quorate the Committee Chair may adjourn the meeting to permit the appointment or co-option of additional members if necessary.

## **9. Secretariat**

- 9.1 The Secretariat to the Committee shall be provided by the Chief People Officer Directorate.

## **10. Frequency of Committee Meetings**

- 10.1 Committee meetings will be held as required but may hold additional meetings as and when necessary. The Committee Chair may call additional meetings or cancel meetings as necessary.

## **11. Notice of Meetings**

- 11.1 Notice of a Committee meeting shall be sent to all Committee members no less than 7 days in advance of the meeting.
- 11.2 The meeting shall contain the date, time and location of the meeting.

## **12. Agendas and Circulation of Papers**

- 12.1 Before each Committee meeting an agenda setting out the business of the meeting will be sent to every Committee member no less than 7 days in advance of the meeting.
- 12.2 Before each Committee meeting the papers of the meeting will be sent to every Committee member no less than 7 days in advance of the meeting.
- 12.3 If a Committee member wishes to include an item on the agenda they must notify the Committee Chair via the Secretariat no later than 7 days prior to the meeting. The decision as to whether to include the agenda item is at the absolute discretion of the Committee Chair.

## **13. Minutes of Meetings**

- 13.1 The minutes of the proceedings of a meeting shall be prepared by the Secretariat and submitted for agreement at the following meeting.

## **14. Authority**

- 14.1 The Committee is accountable to the Board of Members and will operate as one of its committees. The Committee must act within the remit of these terms of reference and has no executive powers other than those specifically set out in these terms of reference.
- 14.2 The Committee is authorised by the Board of Members to obtain at the ICB's expense outside legal or other professional advice on any matters within the Committee's Terms of Reference.

## **15. Reporting Responsibilities**

- 15.1 The Committee will report to the Board of Members on all matters within its duties and responsibilities.
- 15.2 The Committee may make recommendations to the Board of Members it considers appropriate on any area within its remit.

## **16. Delegated Authority**

- 16.1 The Committee may agree to delegate its authority to a Committee member or members to make decisions on the Committee's behalf outside of a Committee meeting at its absolute discretion on a case by case basis.

## **17. Virtual Meetings and Decision Making**

- 17.1 Committee meetings may be held in person or virtually.

- 17.2 There are circumstances where time-critical decisions need to be made and it is not possible and/or reasonably practicable and/or a good use of resources to hold a physical meeting (either in person or virtually) in sufficient time. In these circumstances decisions may be made virtually using the protocol for virtual decision making.

## **18. Sub-Committees**

- 18.1 The Committee may appoint sub-committees to advise the Committee and assist it in carrying out its duties. The Committee may not delegate any of its functions, powers or decision making authority to a sub-committee.

## **19. Conflicts of Interest**

- 19.1 Conflicts of Interest shall be dealt with in accordance with the Conflicts of Interest Policy and NHS England statutory guidance for managing conflicts of interest.
- 19.2 The Committee shall have a Conflicts of Interest Register that will be presented as a standing item on the Committee's agenda. In addition, an opportunity to declare any new or relevant declarations of interest will be listed as a standing item on the Committee's agenda.

## **20. Gifts and Hospitality**

- 20.1 Gifts and Hospitality shall be dealt with in accordance with the Conflicts of Interest Policy, and NHS England statutory guidance for managing conflicts of interest.
- 20.2 The Committee shall have a Gifts and Hospitality Register and Committee members will have an opportunity to declare any new or relevant declarations of relevant gifts and hospitality as a standing item on the Committee's agenda

## **21. Standards of Business Conduct**

- 21.1 Committee members and any attendees or observers must maintain the highest standards of personal conduct and in this regard must comply with:
- a) The law of England and Wales;
  - b) The NHS Constitution;
  - c) The Nolan Principles;
  - d) The standards of behaviour set out in the ICB's Constitution;
  - e) The Standards of Business Conduct Policy;
  - f) The Conflicts of Interest Policy
  - g) The Counter Fraud, Bribery and Corruption Policy,
  - h) Any additional regulations or codes of practice relevant to the Committee.
- 21.2 The Committee will have access to sufficient resources to carry out its duties and Committee members will be provided with appropriate and timely training.

## **22. Review of Terms of Reference**

- 22.1 These Terms of Reference will be reviewed from time to time, reflecting the experience of the Committee in fulfilling its functions and the wider experience of the ICB.
- 22.2 These Terms of Reference will be formally reviewed annually. These Terms of Reference may be varied or amended by the Board of Members.

**Date Approved by the Board of Members:** 3 November 2025.

**Date of Next Review:** To be confirmed - in preparation for April 2026.

## Schedule 1 List of Members

The voting members of the Committee are:

Position	Name
Non- Executive Member	<b>Liz Sayce</b>
Non- Executive Member	
Non- Executive Member	

Committee Chair:

Position	Name
Non- Executive Member	<b>Liz Sayce</b>

The voting members of the Committee when the Committee is undertaking its role in relation to Non-Executive Members:

Position	Name
The Chair of the ICB;	<b>Mike Bell</b>
Member of the Board who is not an Executive Director	
Member of the Board who is not an Executive Director	

Committee Chair when the Committee is undertaking its role in relation to Non-Executive Members:

Position	Name
The Chair of the ICB;	<b>Mike Bell</b>

The standing participants are:

Position	Name
Chief People Officer	<b>Sarah Morgan</b>