

Terms of Reference	
Committee Name:	Remuneration Committee
Chairperson	Trust Chairman (At any meeting, if the Chairman is absent, the Vice-chairman of the Trust shall preside. In the absence of the Chairman and Vice-chairman, the members of the Remuneration and Terms of Service Committee present shall elect a member to preside for the duration of the meeting.)
Date:	June 2013
Version:	FT3
Reports to:	Trust Board
Receives reports/ minutes from:	NA
Meeting and attendance Frequency:	Meetings of the Committee shall be held at least annually and shall be convened by the Chairman of the Trust, at the request of any member of the Committee.
Definition of Quorum:	No business shall be transacted unless four members of the Committee are present.
Membership:	The Remuneration and Terms of Service Committee shall comprise the Chairman and all the Non-executive Directors of the Foundation Trust Board. The composition of the Committee shall be given in the Annual Report.
Core Membership : (must attend should the relevant director not be able to attend)	The Chief Executive should not be present for discussions about his/her own remuneration and terms of service, but will normally attend for all other items. The Director of Human Resources can be invited to attend, in an advisory capacity as required, other than for discussions about his/her own remuneration and performance or the performance of other Directors.
Associate Membership: (must attend on an ad hoc basis dependent on the agenda)	N.A.
In Attendance: (to support the committee)	Trust Board Secretary
Authority:	The purpose of the Committee is to consider the remuneration and terms of service for the Chief Executive and the Directors of the Trust Board and other Senior Employees, as agreed between the Chairman and the Chief Executive, in accordance with the scope of responsibilities detailed below.

Scope of Responsibilities (duties)	<p>The functions of the Committee are, in relation to the Chief Executive and those Directors and Senior Employees specified above :</p> <ul style="list-style-type: none"> • To recommend to the Trust Board, and keep under review, a remuneration and terms of service package, sufficient to attract, retain and motivate directors with the skills, quality and experience required to lead WWL NHSFT; • To advise the Trust Board on, and oversee, appropriate contractual arrangements; including the proper calculation and scrutiny of termination payments; • The Trust Board will approve the key tasks of the Chief Executive and individual Directors, the key tasks to be determined by the Chairman for the Chief Executive, and by the Chief Executive for the Directors and other Senior Employees. The Committee will review individual performance against agreed measurement factors for the set key tasks and then determine individual remuneration based upon the overall assessment of performance, in accordance with the Executive Director Remuneration Policy and with the terms and conditions as approved by the Trust Board. The outcome of the review can be reconsidered by the Committee with the individual Director or other Senior Employee in attendance, on written request; • To advise the Chairman on any termination arrangements for the Chief Executive; • To advise the Chief Executive on any termination arrangements for the Directors and other Senior Employees. • The Board succession plan should be maintained at least annually and also when there are changes in the executive team. • The remuneration package should be subject to independent external comparison and be credible in the public domain; • The package should motivate and reward the Directors and other Senior Employees fairly, individually and collectively, and enable people of appropriately high quality to be recruited and retained, within the levels of affordability; • There should be a clear link between pay increases and the achievement of key tasks, individual job performance and overall corporate performance.
Other Matters:	<p><u>Reporting to the Trust Board</u></p> <p>The minutes will be confidential to members of the Committee and the Chief Executive;</p> <p>A summary report of decisions will be made to the next available meeting of the Trust Board. Such decisions will be recorded in the Trust Board minutes;</p> <p>A summary report of recommendations, including the basis for such recommendations, will be made to the next available meeting of the Trust Board.</p>

Review Date:	July 2015
Monitoring of Tof R:	Minor changes can be adopted on an ongoing basis.