

Lay Member Remuneration and Terms of Conditions Committee Terms of Reference

1. ESTABLISHMENT AND PURPOSE

- 1.1 The **Lay Member Remuneration and Terms of Conditions Committee** (the “Committee”) has been established in accordance with the Constitution of NHS Cheshire Clinical Commissioning Group (CCG).
- 1.2 The Committee is a formal Sub-Committee of the NHS Cheshire CCG Remuneration Committee and has authority as specified within these Terms of Reference.
- 1.3 The committee is accountable to the Governing Body and reports directly to the CCG Governing Body.
- 1.4 The Committee will operate under the direction of the Committee Chair with the assistance of the CCG Director of Governance and Corporate Development.
- 1.5 The Committee has been established to support the CCG in the delivery of its statutory duties and to provide assurance to the Governing Body in relation to the delivery of these duties.

2. COMMITTEE REMIT AND AUTHORITY

- 2.1 The responsibilities of the Committee will include making recommendations to the Governing Body on:
 - determinations about the terms and conditions, remuneration, fees and other allowances for the CCGs Independent Lay Governing Body Members.
- 2.2 The Committee is authorised to:
 - request further investigation or assurance on any area within its remit.
 - obtain outside legal or other independent professional advice and to secure the attendance of advisers with relevant experience and expertise if it considers this necessary;
 - bring matters to the attention of other committees to investigate or seek assurance where they fall within the remit of that committee;
 - make recommendations to the Governing Body
 - escalate issues to the Governing Body
- 2.3 In order to fulfil its role effectively, the Committee will:
 - review and recommend to the Governing Body the application of national guidance related to remuneration and conditions of service for CCG Independent Lay Governing Body Members

- 2.4 In making any recommendations the Committee will take into account:
- provisions of any national guidance arrangements;
 - relevant legislation (in particular anti-discrimination and equal pay legislation);
 - best practice and affordability;
 - employee relations and relevant staffing matters within the CCG;
 - remuneration levels elsewhere in the NHS and other relevant labour markets;
 - trends and developments in non-pay benefits and terms and conditions;
 - organisational performance;
 - auditor requirements;
 - existing terms and conditions of service;
 - statutory health and safety legislation and best practice; and
 - CCG values and principles.

3. CHAIR ARRANGEMENTS

- 3.1 The Committee shall be chaired by one of the GP Representatives who form part of the membership of the CCGs Remuneration Committee.
- 3.2 If the Chair is unable to attend a meeting, they may designate another Committee representative to act as Chair.

4. MEMBERSHIP

- 4.1 Membership of the Committee is drawn from the CCGs Governing Body. Independent Lay Governing Body members are excluded from membership of this Committee.
- 4.2 The Committee members shall be:
- x2 General Practice Representative on the Governing Body.
 - x2 other members of the Governing Body.
- 4.3 The Committee may determine which other individuals from within and outside of the CCG to invite to attend Committee meetings. Individuals invited to attend will be done so on the basis of having relevant skills, experience or expertise as necessary to enable the Committee to deal with matters before the committee. Attendees do not have any authority to cast a vote.
- 4.5 Key attendees with a standing invite to attend Committee meetings will be:
- an Independent HR Advisor to the CCG
 - the CCG Director of Governance and Corporate Development (or nominated deputy)

5. QUORACY

- 5.1 A quorum necessary for the Committee to undertake its business is defined as:
- Committee Chair (or nominated Deputy Chair)
 - x2 other Committee member.

- 5.2 Committee members may appoint a deputy to represent them at meetings of the Committee. Committee members should inform the committee chair ahead of the meeting of their intention to nominate a deputy to attend/act on their behalf. They should provide assurance that any such deputy is suitably briefed and suitably qualified, and that the individual fulfils the requirements of the role and is not disqualified by whichever schedules of the regulations that may apply. Alternatively, where appropriate members' views may be sought by email and reported verbally at the Committee meeting.

6. DECLARATIONS OF INTEREST, CONFLICTS AND POTENTIAL CONFLICTS OF INTEREST

- 6.1 All members shall comply with the provisions of *Managing Conflicts of Interest: Statutory Guidance for CCGs* at all times. In accordance with the CCG's policy on managing conflicts of interest, committee members should:
- Inform the Chair of any interests they hold which relate to the business of the committee.
 - Inform the Chair of any previously agreed treatment of the potential conflict / conflict of interest.
 - Abide by the Chair's ruling on the treatment of conflicts / potential conflicts of interest in relation to ongoing involvement in the work of the committee.
 - Inform the Chair of any conflicts / potential conflicts of interest in any item of business to be discussed at a meeting. This should be done in advance of the meeting wherever possible.
 - Declare conflicts / potential conflicts of interest in any item of business to be discussed at a meeting under the standing "declaration of interest" item.
 - Abide by the Chair's decision on appropriate treatment of a conflicts / potential conflict of interest in any business to be discussed at a meeting.

7. DECISION MAKING AND VOTING

- 7.1 As this is not a decision making committee any agreements made will be in the form of recommendations to the Governing Body. The Committee will usually seek to agree recommendations by consensus. Where this is not possible, the Chair may call a vote.
- 7.2 Only committee members, as identified in the "Membership" section of these terms of reference, may cast a vote. A person attending a meeting as named deputy of a committee member shall have the same right to vote as the committee member they are representing.
- 7.3 In accordance with 6.1, no member (or representative) with a conflict of interest in an item of business will be allowed to vote on that item.
- 7.4 Where there is a split vote, with no clear majority, the Chair will have the casting vote.

8. ACCOUNTABILITY

- 8.1 The Committee is accountable to the Governing Body of the Clinical Commissioning Group.

9. REPORTING ARRANGEMENTS

- 9.1 Following a Committee meeting, the Committee Chair will provide a summary report of the discussions undertaken at that meeting and submit any recommendations at the subsequent Governing Body meeting.
- 9.2 Business undertaken by this Committee will form part of the CCG Remuneration Committees Annual Report to the Governing Body.
- 9.3 The Committee will bring to the attention of the Governing Body in a separate report, any items of specific concern which require Governing Body's approval to act.

10. FREQUENCY OF MEETINGS

- 10.1 The Committee will meet as required.

12. ADMINISTRATIVE SUPPORT

- 12.1 The CCG will provide appropriate resource to ensure meetings are fully supported and business is conducted efficiently and effectively. This will include managerial support as well as administrative support.
- 12.2 The Committee will operate in accordance with the CCG's corporate standards "manual". This will include the following:
- minutes of committee meetings will be taken to ensure an appropriate record of committee discussions / decisions.
 - risks and issues will be captured and escalated as appropriate.
 - action lists and forward planners will also be maintained to ensure the committee operates efficient and effectively.

13. RESPONSIBILITIES OF MEMBERS

- 13.1 As well as complying with requirements around declaring and managing potential conflicts of interest (as set out at section 6), Committee members should:
- comply with the CCG's policies on standards of business conduct which include upholding the Nolan Principles of Public Life;
 - attend meetings, having read all papers beforehand;
 - arrange an appropriate deputy to attend on their behalf, if necessary;
 - act as 'champions', disseminating information and good practice as appropriate;
 - comply with the CCG's administrative arrangements to support the Committee around identifying agenda items for discussion, the submission of reports etc.
- 13.2 The independent HR Adviser to the CCG and CCG officers in attendance will be responsible for:
- drawing the Committee's attention to best practice, national guidance and other relevant information required by the Committee to make an informed recommendation to the Governing Body.

14. REVIEW OF PERFORMANCE

- 14.1 These Terms of Reference were approved on 18 June 2020.

- 14.2 The Committee shall undertake an annual review of its performance and effectiveness to ensure it has discharged its functions as intended. Any changes to the Terms of Reference resulting from any such review will need to be approved by the Governing Body.
- 14.3 A review log of all Committee Terms of Reference is held within the CCG Corporate Governance Handbook.