

# Meeting of BNSSG ICB Board

**Date: Thursday 4<sup>th</sup> December 2025**

**Time: 12:30 – 15:45**

**Location: The Vassall Centre, Gill Avenue, Bristol, BS16 2QQ**

<b>Agenda Number:</b>	6.4	
<b>Title:</b>	Joint Remuneration Committee – proposed Terms of Reference	
<b>Confidential Papers</b>	<b>Commercially Sensitive</b>	No
	<b>Legally Sensitive</b>	No
	<b>Contains Patient Identifiable data</b>	No
	<b>Financially Sensitive</b>	No
	<b>Time Sensitive – not for public release at this time</b>	No
	<b>Other (Please state)</b>	No
<b>Purpose: Decision</b>		
<b>Key Points for Discussion:</b>		
<p>Gloucestershire and BNSSG ICB's both have Remuneration Committees as this committee is one of two which are mandated in the Model Constitution for ICBs to use. Both committees are authorised by their respective ICB Boards and have terms of reference which are published alongside the organisations' constitutions in the governance handbooks. Rem Comms essentially deal with matters associated with pay and conditions for the executive and non executive posts, and have an essential role associated with termination of employment for all staff due to redundancy.</p> <p>Our two ICBs are clustering in advance of a merger in 2027 and both Rem Comms will be engaged in processes related to the organisational change which have been initiated in line with direction set by NHSE and the Model ICB Blueprint. It is proposed that rather than holding Rem Comm meetings in common (as has been conducted once already in September) a Joint Rem Comm is established. This will require the support of each ICB Board in our cluster in line with the respective Scheme of Reservation and Delegation. The joint committee is part of the developing cluster governance arrangements mandated by the cluster's Joint Transition Committee.</p> <p>The draft TORs have been created using the existing documents from both ICBs. Broadly the remits are the same, and the scopes remain the same in the proposed TORs. Memberships are different currently. Deputy Chairs of the ICBs and Rem Comm Chairs have been consulted about</p>		

the proposed membership. Current membership is included as an Annex below and is included for information only.

<b>Recommendations:</b>	<p>The Board is asked to:</p> <ul style="list-style-type: none"> <li>Approve the Terms of Reference of the Joint Remuneration Committee which have been reviewed and supported by the Joint Transition Committee.</li> </ul>
<b>Previously Considered By and feedback:</b>	At its meeting on 3/11/25, the Joint Transition Committee supported the TORs and the proposal that ICB Boards in the cluster are asked to approve the TORs to support the cluster governance workstream and the process of organisational change.
<b>Management of Declared Interest:</b>	N/A
<b>Risk and Assurance:</b>	There is no risk involved in establishing a Joint Committee with the agreement of each ICB Board.
<b>Patient and Public Involvement:</b>	No public involvement
<b>Financial / Resource Implications:</b>	No issues identified specific to the development of these TORs. However, the Model ICB Blueprint does indicate a requirement for ICBs to reduce Board size.
<b>Legal, Procurement, Policy and Regulatory Requirements:</b>	ICBs are required to establish Rem Comms as set out in the Model Constitution.
<b>How does this impact on health inequalities, equality and diversity and population health?</b>	None identified relating to these TORs. The organisational change programme maintains information on workforce demographics.
<b>ICS Green Plan and the Carbon Net Zero target?</b>	Meetings held on Teams will minimise the travel involved in attending meetings in person.
<b>Communications and Engagement:</b>	Once agreed by both Boards, the TORs will be published on the ICBs' websites as part of each Governance Handbooks. A programme of communications and engagements with stakeholders has been established as part of the JTC and wider Transition programme.
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<b>Sponsoring Director:</b>	Shane Devlin, Cluster CEO

## Annex A Current membership of both existing Remuneration Committees in our cluster

The current membership of the separate ICB Remuneration Committees is currently:

<b>BNSSG ICB</b>	<b>Gloucestershire ICB</b>
Ellen Donovan, INEM, Chair and Chair of OQP Committee	Karen Clements: NED, Chair of the People Committee
Alison Moon, INEM, Deputy Chair and SID, Chair of PCC	Prof Jane Cummings, NED and Deputy Chair of GICB (also SID)
Jaya Chakrabarti, INEM, Chair of the People Committee	Graham Russell, Chair of Gloucestershire Health and Care Foundation Trust
Steven West, INEM, Chair of FED Committee	(possibly another partner member such as Deborah Evans but they usually stand in for each other so that there is always one of them available)
Jeff Farrar, Cluster Chair	

For matters involving terms and conditions of INEMs, the committee membership involves non conflicted members including:

<b>BNSSG ICB</b>	<b>Gloucestershire ICB</b>
The committee is convened with Partner Members, one of whom is identified to chair the meeting by the ICB Chair	Graham Russell, Chair of Gloucestershire Health and Care NHS Foundation Trust



**Bristol, North Somerset  
and South Gloucestershire**  
Integrated Care Board



**Gloucestershire**  
Integrated Care Board

# Joint Remuneration Committee

Version 0.5

# NHS Bristol, North Somerset & South Gloucestershire (BNSSG ICB), NHS Gloucestershire

## Joint Remuneration Committee – Terms of Reference (ToR)

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## **1. Introduction**

- 1.1 The Joint Remuneration Committee (the Committee) is established by the two Integrated Care Boards (the Boards or ICBs) as a Committee of each Board in accordance with its individual Constitution.
- 1.2 These terms of reference, which must be published on each ICB's website, set out the membership, the remit, responsibilities and reporting arrangements of the Joint Committee and may only be changed with the approval of the Boards.
- 1.3 The Committee is a non-executive committee of each Board and its members, including those who are not members of the Board, and is bound by the Standing Orders and other policies of the ICBs.
- 1.4 It is expected that the clustering ICB's will work productively together and in a timely manner under the emergent joint leadership in order to minimise unnecessary effort and duplication whilst operating as sovereign organisations under joint governance arrangements. To support this approach, NHSE have made arrangements for the appointment of a Chair and CEO to lead the clustering ICB's in advance of any formal merger.

## **2. Purpose**

- 2.1 The Joint Committee's main purpose is to exercise the functions of each ICB relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006. In summary:
- 2.2 Confirm the ICB Pay Policy including adoption of any national pay frameworks for all employees including senior managers/directors (including board members) and Non-Executive Members excluding the Chair.
- 2.3 The remuneration and terms and conditions of the ICB Chair are set nationally.
- 2.4 The Board has also delegated the Oversight of executive board member performance in relation to any performance related pay if necessary.
- 2.5 The purpose of the Committee is also to take a strategic role in laying the foundations for aligning Pay and Reward Policies across the cluster footprint to optimise the conditions for attracting, recruiting and retaining the highest calibre senior directors and leaders (including board members).
- 2.6 The Joint committee will also contribute to the process for managing redundancies to support the process for business case approval required by NHSE. The Joint Committee will receive recommendations from the Joint Voluntary Redundancy Panel and recommendations for compulsory redundancy. In exercising this function, the committee will apply an appropriate level of scrutiny which balances the use for public funds with the adverse impact on staff welfare.

## **3. Delegated Authority**

The Remuneration Committee is authorised by the Boards to:

- Investigate any activity within its terms of reference;
- 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 committee) within its remit as outlined in these terms of reference;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the ICBs for obtaining legal or professional advice;
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation but may /not delegate any decisions to such groups.

For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the committee being permitted to meet in private.

#### **4. Membership**

- 4.1 The Committee membership will be drawn from the Non-Executive Members and the Partner Members of each Board. Neither Chair of the ICBs' Audit Committees may be a member of the Joint Remuneration Committee. ICB Chairs can be members of the committee but not chair meetings.
- 4.2 The following are members of the Joint Committee who have voting rights and decision-making powers. They will be appointed by their respective Board to the membership of this Joint Committee:

<b>BNSSG ICB</b>	<b>Gloucestershire ICB</b>
Deputy ICB Chair	Deputy ICB Chair
Chair of Rem Comm (current)	Chair of Rem Comm (current)
Cluster Chair	

#### **Chair and Vice Chair:**

- 4.3 In accordance with the Constitutions of both ICBs, the Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee. The Cluster Chair will appoint the Committee Chair.

- 4.4 The Committee Chair shall be a Non-Executive Director of one ICB but cannot be the Chair of either ICB nor Chair of the Audit Committee. The Chair of the clustered ICB's will appoint the Chair of this joint committee. This will enable to the Joint committee to function in support of the ICBs' requirement to restructure.
- 4.5 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.
- 4.6 Committee members may appoint a Vice Chair from amongst the members.
- 4.7 In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number to Chair the meeting.
- 4.8 In situations where the Remuneration Committee follows national arrangements and determines the remuneration of ICB Non-Executive Member, the membership of the committee shall comprise Partner members on the Boards, one of whom will be identified by the cluster Chair to chair the meeting, and the cluster Chair:

<b>BNSSG ICB</b>	<b>Gloucestershire ICB</b>
3 Partner members	3 Partner members
Cluster Chair	

- 4.9 Members will possess between them knowledge, skills and experience in organisational development, people management and remuneration and technical or specialist issues pertinent to the ICB's business. When determining the membership of the Committee, active consideration will be made to diversity and equality.

#### **Attendees and other Participants:**

- 4.10 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.
- 4.11 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:

<b>BNSSG ICB</b>	<b>Gloucestershire ICB</b>
The ICB's most senior HR Advisor or their nominated deputy	The ICB's most senior HR Advisor or their nominated deputy



Chief Financial Officer or their nominated deputy;	Chief Financial Officer or their nominated deputy;
Chief Executive or their nominated deputy	Chief Executive or their nominated deputy
Chief of Staff	Associate Director of Corporate Affairs

4.12 The 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.

4.13 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.

### **Attendance**

4.14 Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair

## **5. Quoracy**

5.1 For a meeting to be quorate a minimum of three Non-Executive Members is required, including the Chair or Vice Chair of the Committee.

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

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

5.4 If any member of the Committee or their deputy is disqualified from participating in an item on the agenda due to a declared conflict of interest, that individual no longer counts towards the quorum.

5.5 If the meeting becomes inquorate, and if members agree, the meeting may continue but cannot take decisions. Any decisions in principle must be ratified at the next quorate meeting of the Committee

5.6 If, due to a conflict of interest, all Non-Executive Members are unable to participate, the meeting will be quorate with three Partner Members present. These members will choose a chair for that meeting from amongst the members present.

## **6. Voting and decision making**

- 6.1 Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.
- 6.2 Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 6.3 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 6.4 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

## **7. Frequency of meetings**

- 7.1 The Committee will meet at least once each year; and as the business of the ICBs requires. Arrangements and notice for calling meetings are set out in the Standing Orders.
- 7.2 The Committee will meet in private.
- 7.3 The Boards, cluster Chair or Chief Executive may ask the Joint Remuneration Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 7.4 In accordance with the Standing Orders, the Committee may meet virtually and members attending using electronic means will be counted towards the quorum

## **8. Administration**

- 8.1 The Committee shall be supported with a secretariat function. Which will include ensuring that:
- 8.2 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.
- 8.3 Attendance of committee members is monitored and reported annually as part of the Annual Governance Statement contained within the Annual Report).
- 8.4 Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.
- 8.5 Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be

carried forward are kept.

- 8.6 The Chair is supported to prepare and deliver reports to the Board.
- 8.7 The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- 8.8 Action points are taken forward between meetings and progress against those actions is monitored.

## **9. Review**

- 9.1 The Committee's duties are as follows:

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

Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions, relocation packages and cars;

Determinations in view of pay and bonuses will be in accordance with National VSM Pay Framework

Determine arrangements for termination of employment and other contractual terms and non-contractual terms.

- 9.3 For the Non-Executive Members:

Determine all aspects of remuneration

- 9.4 For Board members:

Terms of appointment

- 9.5 For all staff:

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

Oversee contractual arrangements;

Determine the arrangements for termination payments and any special payments following scrutiny of their proper calculation in accordance with national guidance. The Committee will ensure that its statutory duties and functions are executed alongside the pursuit of a system wide and strategic approach to remuneration.

- 9.6 The Committee is authorised by the Boards of the clustering ICBs to obtain legal advice, remuneration or other professional advice, including the appointment of external advisor and/or consultants, related to its functions as it deems fit at the expense of the ICBs.

- 9.7 Providing the function relating to policy approval set out in the Schemes of

Reservation and Delegation of any other policies and standard operating procedures (SOPs) as relevant to the committee's business.

## **10. Policy and best practice**

- 10.1 The Committee shall have regard to current good practice, policies and guidance issued by NHS England, and other relevant bodies.
- 10.2 The Committee will take proper account of National Agreements and appropriate benchmarking, for example Agenda for Change and guidance issued by the Government, the Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations

## **11. Monitoring and reporting**

- 11.1 The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.
- 11.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in confidence.
- 11.3 The Remuneration Committee will submit copies of its minutes to the Board following each of its meetings. Where minutes and reports identify individuals, they will not be made public and will be presented at part B of the Board. Public reports will be made as appropriate, to satisfy any requirements in relation to disclosure of public sector executive pay.
- 11.4 The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year

## **12. Conduct of the committee**

- 12.1 Members will be expected to conduct business in line with the ICB values and objectives
- 12.2 Members of, and those attending the Committee shall act in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy
- 12.3 Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.
- 12.4 Conflicts of interests: In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest. All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Governance Team, submitted with

the Remuneration Committee papers and annually to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

### **13. Review of Terms of Reference**

- 13.1 These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

**Effective date:**

**Review date:**

**Contact:**

## Appendix I: Revision History

Version	Date	Approved by	Type of changes
V0.1	24/06/25		Initiation of the draft TORs
V0.2	17/10/25		Further development by governance workstream leads
V0.3	27/10/25		Update to proposed membership following INEM engagement
V0.4	28/10/25		Changes following feedback from BNSSG Rem Comm Chair
V0.5	5/11/25		Tidy up of document following review by Joint Transition Committee on 3/11/25 in advance of seeking Board approval.