

## Terms of Reference

### Remuneration Committee

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<b>Owner</b>	Resources Directorate	<b>Date approved</b>	24 February 2015
<b>Author(s)</b>	Sue Gallone	<b>Next review date</b>	24 February 2016
<b>Reviewed by</b>	Sue Gallone / Amy Gelsthorpe-Hill	<b>Distribution</b>	Internal and external
<b>Approved by</b>	HTA Authority		

### Constitution

1. The Authority has established a Remuneration Committee (known to Human Tissue Authority (HTA) staff as RemCo) to agree the remuneration strategy on behalf of the Authority. The Remuneration Committee will achieve this by ensuring that it is compliant with government policy on remuneration in Arm's Length Bodies (ALBs), and that the needs of the organisation in relation to recruitment and retention are fully considered.

### Duties and functions

2. The duties of the Remuneration Committee are to:
  - a) determine and agree the HTA's remuneration strategy, taking into account affordability, recruitment and retention, comparability with other ALBs' remuneration and Government policy on remuneration;
  - b) approve the annual pay bill for the HTA;
  - c) approve recommendations for early retirement and any other extraordinary remuneration, including termination arrangements or compensation for all staff;
  - d) ensure that the remuneration report for staff and Members in the annual report and accounts reflects the strategy (delegated to ARAC);
  - e) determine the remuneration of the Chief Executive within the Government's policy for remuneration of very senior staff;
  - f) have regard to the annual civil service pay guidance, the civil service reward principles and all other relevant codes, laws and regulations.

### Rights

3. The Remuneration Committee has the following rights:

- a) it may commission independent specialist advice at the expense of the HTA, subject to budgets agreed by the Authority;
- b) it will be consulted in advance on the procurement of any external advice being sought on its behalf;
- c) it may secure the attendance of outsiders with relevant experience and expertise in order to discharge its responsibilities.

### **Information requirements**

4. The Remuneration Committee will be provided with information about pay award proposals and any other papers deemed necessary for each meeting.

### **Reporting to the Authority**

5. The Remuneration Committee will formally report back (either verbally or in writing) to the Authority after each meeting.

### **Reviewing effectiveness**

6. The Remuneration Committee will draw on the National Audit Office's [self-assessment checklist for Audit Committees](#) as appropriate in order to undertake annual reviews of its own effectiveness and agree actions for improvement. The Remuneration Committee will report the results of the review to the Authority.

### **Recruitment and membership**

7. The Remuneration Committee will be chaired by the Authority Chair.
8. The Remuneration Committee will be made up of no fewer than three, and no more than five, other Authority Members.
9. At least one Authority Member, who is not the Chair, must be a member of both the Remuneration Committee and the Audit and Risk Assurance Committee.
10. Recruitment of Authority Members to the Remuneration Committee will be through 'expressions of interest' with personal statements in application. The applications will be reviewed by the Chair and the Chief Executive, who will decide on the appointments. Should an insufficient number of expressions of interest be received to fill an available role, the Authority Chair will appoint the Member who has the most appropriate skills and experience to the role.
11. Remuneration Committee members will be appointed for a set term of three years, which will not exceed their tenure as Authority Members. This term may be extended in accordance with business need.
12. Members of the Remuneration Committee must disclose the existence and nature of any personal or material interest before the discussion of that interest at any meeting. They must be free of any relationship that may compromise their independence or interfere with the exercise of their judgement.

## **Attendance**

13. A minimum of two members of the Remuneration Committee (excluding the Chair) will be present for the meeting to be deemed quorate.
14. Committee members will be expected to attend every meeting. If a member is not able to attend a meeting they must provide apologies to the Secretary in advance of the meeting. If a member does not attend more than two consecutive meetings the Chair will arrange a meeting with the member to discuss their attendance and whether they wish to continue their membership of the Committee.
15. Authority Members who are not members of the Remuneration Committee have the right of attendance. Authority Members attending meetings will be entitled to speak with the permission of the Chair of the meeting, but in no case will they be entitled to vote.
16. The Chief Executive, the Director of Resources and the Human Resources Manager will attend meetings of the Remuneration Committee, except when matters relating to their own remuneration are under consideration.
17. The Remuneration Committee 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.

## **Frequency of meetings**

18. The Remuneration Committee will meet at least once per calendar year. These meetings will be scheduled to ensure that deadlines relating to remuneration are met and to facilitate timely reporting to the Authority.
19. The Chair of the Remuneration Committee may convene additional meetings as they deem necessary.
20. The Accounting Officer or the Authority may ask the Remuneration Committee to convene further meetings to discuss particular issues on which the Committee's advice is sought.

## **Secretariat responsibilities**

21. The Human Resources Manager will have secretariat responsibility for the Committee.
22. The agenda, minutes from the previous meeting and any meeting papers for consideration will be distributed to the group one week before each meeting.
23. Minutes and action points from each meeting will be circulated as soon as possible, within one month of the meeting. Members will be required to provide any comments on accuracy of the minutes by email. This will ensure the key areas of discussion and action points are captured accurately.

24. Minutes of the Remuneration Committee are confidential and will not be published on the HTA website.

**Version history**

25. These Terms of Reference will be reviewed annually by the Remuneration Committee and will be approved by the Authority following that review.

<b>Latest version</b>	<b>Date</b>	<b>Comments</b>	<b>Reviewed by</b>	<b>Approved by</b>
15.0	24 February 2015	Updated to ensure factual accuracy, update membership information and add version control.	Amy Gelsthorpe-Hill	HTA Authority

APPROVED