

HTA Board meeting, 26 June 2025

Agenda item	2.3 - Remuneration Committee (RemCo) Chair's 2024-25 Annual report to Board
For information or decision?	Information
Decision making to date?	Report on RemCo proceedings brought to Board meetings by RemCo Chair
Recommendation	To note
Which strategic risks are relevant?	Risk 5: People
Strategic objective	Efficient and Effective
Core operations / Change activity	Core operations
Business Plan item	Private Office – facilitating Board, Committee, and Senior Management functions, providing good governance support and compliance with Government requirements
Committee oversight?	RemCo
Finance and resource implications	N/A
Timescales	Annual report for 2024-25 additional to routine quarterly reports presented at each Board meeting
Communication(s) (internal/ external stakeholders)	N/A
Identified legislative implications	N/A

Remuneration Committee (RemCo) Chair's 2024-25 Annual report to Board

Introduction

1. This paper provides a summary record of the proceeding of HTA's Remuneration committee from April 2024 to March 2025, and also provides brief readout of the Committee most recent meeting on 6 June 2025. I will provide further commentary on the latter at the meeting.

RemCo Role and purpose

2. The Committee was established by the Board to fulfil two functions. Firstly, to fulfil the formal responsibilities of a Remuneration Committee as determined by the Department of Health and Social Care (DHSC), most notably in making decisions on staff remuneration, within relevant government frameworks and guidance. A latterly-added function is to provide informal 'sounding board' guidance and support to the Chief Executive, as the Accounting Officer, on any matters relating to People and Culture.
3. The Committee periodically reviews its Terms of Reference, and the updates that the Board is asked to agree (at item 4 of its meeting) are routine, supported by the Committee, and aimed at clarifying rather than changing the Committee's role and remit.

Committee Membership, meetings and attendance

4. I am grateful for the contributions of the Committee members who attended the Committee's meetings as listed below.

	2024-25					2025-26
	3 May (1)	6 Sep	20 Sep (2)	24 Oct (3)	24 Jan	6 Jun (4)
Mhairi Anderson	N/A	✓	✓	✓	✓	✗
Lynne Berry	N/A	✓	✗	✓	✓	✓
Tom Chakraborti	N/A	✓	✓	✓	✓	N/A
Ellen Donovan	N/A	✓	✓	✓	✓	✓
Dave Lewis	N/A	✓	✓	✗	✓	✓
Notes: (1) meeting cancelled; (2) meeting to determine staff pay; (3) meeting to determine exec/senior staff pay (4) David Stanton observed. Tom Chakraborti had stepped down as a Board member in March 2025.						

5. Meetings were also attended by the CEO, supported by staff from the Finance

and Resources and Private Office teams and by a representative from the CQC HR service provider (with appropriate recusals for the two pay decision meetings).

Narrative report of RemCo proceedings in 2024-25

6. I am pleased to report that the formal part of RemCo's role has been fully discharged. Moreover, the advisory part of its role has developed over the year as meetings have become more regularised and as the People Strategy has added focus and structure to the Committee's activities.
7. The meeting on **6 September 2024** covered:
 - Committee administration (Minutes matters arising and forward plan)
 - Discussion of RemCo's remit, after a period of inactivity (the previous meeting was in January 2024)
 - Staff Survey Analysis RemCo fed back on the findings, initial executive response, and planned next steps, including an outline People Strategy.
 - RemCo was briefed on upcoming Staff and ESM Pay Decisions.
 - Members were updated and provided feedback on HTA's HR provision, its relationship with its HR service provider and plans to update and improve the HR policies and procedures
 - Remco noted changes to Director of finance role, shared with HFEA.
 - RemCo provided supportive feedback regarding the Staff Forum
8. Our meeting on **20 September 2024** covered:
 - Decisions on the Pay Award for 2024/25 for General Grades
9. Our meeting on **24 October** covered:
 - Decisions on the Pay Award for 2024/25 for Executive and Senior Management
10. Our meeting on **24 January 2025** covered:
 - Committee administration (Minutes matters arising and forward plan)
 - Discussion of RemCo terms of reference
 - Review and feedback on HTA's Draft People Strategy.
 - Discussion of Annual HR Statistics, including Equality, Diversity and Inclusion (EDI) data and staff retention and attrition.
 - RemCo was updated on Committee Effectiveness Review arrangements
11. Finally, the first meeting of the current financial year took place on **6 June**. I'm pleased that David Stanton was able to observe the meeting as part of his onboarding, and other new (or established) members remain welcome to do likewise for future meetings. This meeting covered:

- Committee administration (Minutes matters arising and forward plan)
- RemCo was briefed on upcoming Staff and ESM Pay Decisions.
- Discussion of HR Statistics, including Equality, Diversity and Inclusion (EDI) data and staff retention and attrition, and HTA's HR provision,
- A People Strategy 'deep dive' into initiating action and early learnings
- Overview and forward look for the People Strategy Implementation Plan
- Updates to RemCo's Terms of Reference

Committee Effectiveness

12. Board Members will be aware that a light touch review of its effectiveness has been undertaken to my and the Board chair's satisfaction. No major concerns around effectiveness were identified. I have taken on board members' specific suggestions. The Committee has been provided with clarifications over the parameters of its decision-making function, plus a number of other points of feedback echo those made in the wider Board effectiveness review. In particular, join-up with the Board, and with our colleagues in ARAC remains important. In this respect I am content that I have good access to the Chair and CEO. I am pleased that Dave Lewis remains with the HTA as a member of both ARAC and RemCo, and a link between the two.

2025-26 programme

13. The Committee's immediate priority is to deal swiftly and effectively with the pay award decisions in respect of general staff (we anticipate meeting early in July) and subsequently for Executive and Senior management.
14. We also have meetings scheduled for 5 September and 23 January. The size of the committee and its practice of meeting remotely means we can be flexible and responsive in dealing with any unexpected issues. At present, however, we anticipate that these meeting would be opportunities for reviewing HR performance indicators and providing feedback to officers (and where necessary the Board and ARAC), and for providing support to SMT and the Head of People Strategy Delivery in putting the HTA's ambitious People Strategy into practice.
15. I will be discussing the Committee's membership with the Board chair. Despite Tom Chakraborti's departure at the end of March, RemCo still have a good collective skills set to call on, but it may be that other members' skills could further round this out.

Ellen Donovan, Chair of Remuneration Committee