

NHS Lancashire and South Cumbria Integrated Care Board

Remuneration Panel Terms of Reference

1. CONSTITUTION

1.1. The Remuneration Panel (the Panel) is established by the Integrated Care Board (ICB) in accordance with its Constitution as the mechanism for approving the Remuneration for Non-Executive Members of the ICB.

1.2. These Terms of Reference which must be published on the ICB website, set out the membership, the remit, the responsibilities and reporting arrangements of the panel and may only be changed with the approval of the Board.

2. AUTHORITY

2.1. The Remuneration Panel is authorised by the Board 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 panel) 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 panel must follow any procedures put in place by the ICB for obtaining legal or professional advice.

2.2. 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 panel being permitted to meet in private.

3. PURPOSE

3.1. The panel's purpose is to exercise the functions of the ICB relating to paragraphs 18 to 20 of Schedule 1B to the NHS Act 2006 in relation to Non-Executive Members and whilst ensuring that no individual is involved in discussions or decisions about their own remuneration.

4. MEMBERSHIP AND ATTENDANCE

4.1. Membership

4.1.1. The membership of the Panel will be:

- ICB Chair (who will assume the role of the Panel Chair)
- ICP Chief Executive
- ICP Chief of People

4.1.2. Only members of the panel will have the right to attend the panel meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the panel.

- The panel members will be appointed by the Board in accordance with the ICB Constitution.
- The Board will appoint no fewer than three members to the panel.
- Non-executive members of the Board may not be members of the panel.
- When determining the membership of the panel, active consideration will be made to diversity and equality.

4.2. Attendees

4.2.1. Meetings may be attended by the following individuals who are not members of the panel for all or part of the meeting as and when appropriate. Such attendees will not be eligible to vote:

- The ICB's most senior Governance Advisor
- 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.
- 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.

5. MEETINGS, QUORACY AND DECISIONS

5.1. The panel will meet in private. The panel will meet as required to fulfil its purpose and arrangements for calling meetings are set out in the standing orders.

5.2. Quorum

- For the panel to be quorate a minimum of two members will be required, including the Chair.

5.3. Decision making and voting

- Decisions will be guided by national NHS policy, best practice and benchmarking, whilst ensuring proper regard to wider influences such as national consistency.

- Decisions will be taken in accordance with the Standing Orders. The Panel will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- Only members of the panel may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- Where there is a split vote, with no clear majority, the Chair of the Panel will hold the casting vote.

5.4. ICB Values

- Members will be expected to conduct business in line with the ICB values and objectives and the principles set out by the ICB.
- Members of, and those attending the panel, shall behave in accordance with the ICB's constitution, Standing Orders, and Standards of Business Conduct Policy.

5.5. Equality, diversity and inclusion

- Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

6. RESPONSIBILITY OF THE PANEL

6.1. The panel's duties in relation to the Non-Executive Members of the ICB are to:

- Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements)
- Determine arrangements for termination of appointment and other contractual terms and non-contractual terms.

7. ACCOUNTABILITY AND REPORTING

7.1. The panel is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

7.2. The minutes of the meeting shall be formally recorded by the secretary and submitted to the Board.

7.3. The remuneration will submit copies of its minutes and a report 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.

7.4. The panel will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

8. SECRETARIAT AND ADMINISTRATION

8.1. The Panel shall be supported with a secretariat function. Which will include ensuring that:

- 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;
- 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;
- The Chair is supported to prepare and deliver reports to the Board;
- The Panel is updated on pertinent issues/ areas of interest/ policy developments; and
- Action points are taken forward between meetings.

Date of approval: 19 March 2026

Date of review: 19 March 2027