

SCHEDULE 2

# Remuneration Committee Standing Orders

## Standing Order Review Schedule

Date first Approved by the Board: January 2015

Last Approved by the Board: November 2021

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Date of Next Review: November 2022

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Schedule Owner – Senior Governance, IT & Facilities Manager

### Amendment Overview

Version	Date	Pages	Comments	Actioned
2005 – 1.0				
2012 - 2.0	09/12		Moved to new policy template. Reviewed for discussion by the Governance Committee, before approval by NIMDTA Board	Mark McCarey
2012 - 2.1	09/12		Amended to reflect discussion at Governance & Risk Committee. Powers & responsibilities added. Composition, quorum and frequency meeting of committee clarified. References to 'Chairman' changed to 'Chair' throughout. To be submitted to NIMDTA Board for approval	Mark McCarey
2012 – 2.1	27/09/2012		Presented to NIMDTA Board for approval. <b>Approved.</b>	
2012 – 2.2	10/06/2013		Updated to include 'The Role of Agency' and NIMDTA mission statement	Linda Craig
2014 – 3.0	27/11/2014		Presented to NIMDTA Board for Approval. <b>Approved.</b>	
2016 – 3.1	26/10/16	7	Reviewed following the retirement of the Administrative Director for consideration by the Governance & Risk Committee	Mark McCarey
2016 – 3.2	23/10/16	7	Reviewed following G&R for Board approval. <b>Approved</b>	Mark McCarey

Version	Date	Pages	Comments	Actioned
2018 – 4.0	11/01/18		Reviewed for consideration by G&R on 24/01/18. Approved	Mark McCarey
			Presented to NIMDTA Board 25/01/18. Approved	
2020 – 5.0			Reviewed for consideration by G&R on 30.01.20	Mark McCarey
			Presented to NIMDTA Board	
2021 – 6.0			Reviewed for consideration at G&R on 23.09.21	
2021 – 6.1			Reviewed following input from Board Members, for consideration at Board on 25.11.21. <b>Approved.</b>	

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## **Role of the Northern Ireland Medical and Dental Training Agency**

The Role of NIMDTA can be found on the Agency website here:

<https://www.nimdtg.gov.uk/about/background/role/>

# **1. Introduction**

The primary aim of the NI Medical and Dental Training Agency Remuneration Committee is to advise the Board of NIMDTA about appropriate remuneration and terms of service for the Chief Executive and other employees within the Senior Management Committee.

## **2. The Role of NIMDTA Board, Audit Committee, Governance & Risk Committee and Remuneration Committee**

The Board of NIMDTA is responsible for:

- setting the strategic direction
- the management of its activities in accordance with laws and regulations; and
- the establishment and maintenance of a system of internal control designed to give reasonable assurance that:
  - assets are safeguarded
  - waste and inefficiency are avoided
  - reliable financial information is produced
  - value for money is continuously sought

The Audit Committee supports the Board of NIMDTA in these functions by providing an independent and objective review of:

- financial systems;
- the financial information provided to the Board of NIMDTA;
- compliance with the law, guidance and Codes of Conduct and Accountability.

The Committee is required to give an assurance to the Board of NIMDTA on an annual basis as to the adequacy and effectiveness of the system of internal control operating in NIMDTA.

The Governance & Risk Committee supports the Board in fulfilling its statutory functions and in providing good corporate governance.

The Committee will provide oversight in relation to:

- the implementation and development of an embedded and proactive culture of risk management within NIMDTA;

- the identification of significant risks, and the processes in place for the effective monitoring of identified risks;
- the production, development and periodic review of a Corporate Risk Register;
- the production, development and periodic review of both an Education Risk Register, and Business Support Risk Register;
- the development of action plans to mitigate or eliminate identified risks;
- training needs of NIMDTA staff, that may arise from time to time, in relation to the impact of corporate governance in their areas of work;
- the management and investigation of complaints, incidents, and accidents;
- the arrangements in place for the processing, transferring, safe keeping, and disposal of information records within NIMDTA;
- the systems in place for the prevention and detection of fraud within NIMDTA;
- to seek continuous improvement in NIMDTA's governance structures and progression against audit recommendations;
- to ensure that the governance systems in place are cost effective, and represent value for money; and
- further governance issues that may be delegated from time to time.

The Remuneration Committee provides advice to the Board of NIMDTA about appropriate remuneration and terms of service for the Chief Executive and other employees within the Senior Management Committee.

The main functions of the Committee will be:

- To make decisions on behalf of the Board on the remuneration and terms of service of the Chief Executive and other employees within the Senior Management Committee to ensure that they are fairly rewarded for their contribution to the organisation (this should include having proper regard to the organisation's circumstances and performance and to the provision of any national agreements for such staff, where appropriate);
- To ensure that the Chief Executive and other employees within the Senior Management Committee total remuneration can be justified as reasonable in the light of general practices within the public sector in Northern Ireland;
- To advise on and oversee appropriate contractual arrangements for staff within NIMDTA. This is to include a proper calculation and scrutiny of termination payments, taking account of such national guidance as is appropriate;

- To agree and monitor an award strategy which reflects national agreements and policy;
- To monitor the application of the reward strategy to ensure adherence to equality legislation;
- To agree a performance management system;
- To establish annually, a framework for local pay negotiation, if required; and
- To monitor and evaluate the performance of the Chief Executive and other employees within the Senior Management Committee.

### **3. Policy and Best Practice**

Certain principles relating to best practice in establishing executive pay within the HSC have been identified. These are as follows:

- Remuneration packages must be such as to enable people of appropriately high ability to be recruited, retained and motivated within levels of affordability;
- All HSC bodies are part of the public sector and what they do including the pay of employees must be publicly defensible;
- A properly defensible remuneration package requires a clear statement of responsibilities with rewards linked to their measurable discharge; and
- Wherever possible, it will be advisable to seek independent advice about pay structures and the state of the market for the kind of managers to be recruited – including consultation with DoH and other appropriate HSC bodies.

### **4. Powers and Responsibilities**

The Committee is responsible to the Board, but has a devolved authority to take decisions on the remuneration and terms of service of the Chief Executive and employees within the Senior Management Committee.

The Board is ultimately responsible for all the decisions and actions taken in its name, whether directly or through its arrangements for delegation. The Board retains the right, therefore, to amend or overturn any decisions or actions of any Committee, Sub-Committee or working group which it deems to be contrary to Board policy or otherwise against the Board's interests.

Minutes of the Board's meetings should record such decisions.



## **5. Composition and Conduct of the Committee**

The NIMDTA Chair shall hold the position of Chair of the Remuneration Committee.

Committee membership is to be not less than three non-executive members of the NIMDTA Board, one of whom must be the Chair of the Board.

The quorum is three. No business shall be transacted at a meeting unless three Board members are present, one of whom must be the Chair of the Board (or the individual who has been appointed to deputise if the Chair is unavailable to fulfil their duties for a period).

The Chief Executive and members of the Senior Management team should not be present for discussions about their own remuneration and terms of service. However, they may be invited to meetings of the Committee to discuss other staffs' remuneration and terms of service.

When the Committee is discussing local pay bargaining, it will be supported by the Chief Executive. The Committee can require any member of staff to be present at meetings. The Committee will be constituted as a Committee of the Board of NIMDTA with the power to make decisions on the Boards behalf. The Terms of Reference will be approved by the Board of NIMDTA and recorded in the minutes.

The Committee shall be conducted formally with minutes of proceedings and decisions being submitted to the Board of NIMDTA. Agendas and briefing papers should be prepared and circulated at least one week prior to the meeting to enable members to give them due consideration. The Committee is to be serviced by the Committee Support Executive Officer.

The Committee shall meet not less than once a year. Meetings may take place in person, or online.

The Committee will consider what supporting material it requires but may wish to ensure that it has the following:

- A clear statement of the responsibilities of the individual posts and their accountabilities for meeting objectives of the organisation;
- A means of assessing the comparative job weight e.g. by job evaluation;
- Comparative salary information from the HSC, other public sector organisations and other industrial and service organisations in Northern Ireland; and
- Periodic reports from the Chief Executive in order to allow it to make assessments of Senior Manager's achievements.

## **6. General**

In advising appropriate contractual arrangements, the Committee will wish to note that best employment practices recommend that the remuneration and terms and conditions of engagement of staff are set down in writing in a contract of employment, signed by both employer and employee. Although there is no legal requirement to do so, the Committee will want to note that the Employment Rights (NI) Order 1996 requires that each employee receives written particulars of certain terms of the employment contract.