

## Agenda Item 07.i

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|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|------------------------|
| Report to:                         | Trust Board of Directors                                                                                                          | Date: 06 November 2025 |
| Report from:                       | Associate Director of Corporate Governance                                                                                        |                        |
| Principal Objective/Strategy:      | GOVERNANCE                                                                                                                        |                        |
| Title:                             | TOR006 Review of Terms of Reference – Remuneration Committee                                                                      |                        |
| Board Assurance Framework Entries: | -                                                                                                                                 |                        |
| Regulatory Requirement:            | CQC Regulation 17: Good governance                                                                                                |                        |
| Equality Considerations:           | Equality has been considered but none believed to apply                                                                           |                        |
| Key Risks:                         | None compliance with regulatory requirements                                                                                      |                        |
| For:                               | <p>The Board is asked to:-</p> <p><b>Ratify</b> the revised Terms of Reference, as recommended by the Remuneration Committee.</p> |                        |

### 1 Purpose

- 1.1 For the Board to ratify the revised Remuneration Committee Terms of Reference.

### 2 Terms of Reference

- 2.1 The updated Terms of Reference is attached with amendments shown as tracked changes. These were last reviewed by the Trust Board in June 2023.
- 2.2 The following changes are reflected in the Terms of Reference:
- Revisions to the version control;
  - Review dates – A request for the Committee to change this from an annual review to biennial review;
  - Page 3 (Paragraphs 4.2 to 4.4) – Duties: changes made highlight how executive director performance objectives and personal development plans are managed; and how the annual appraisals of the Chief Executive and the executive team are received and received by the Committee;
  - Page 3 & 4 (Paragraphs 4.9 & 4.10): Pay Policy for Very Senior Managers – References to the application have been removed as there is no such policy;
  - Page 4 (Paragraph 4.12): Fit and Proper Person Test (FPPT) Framework - The Remuneration Committee has the formal task of overseeing compliance with the FPPT Framework .

### 3 Recommendation

The Board is asked to:-

- 3.1 **Ratify** the revised Remuneration Committee Terms of Reference, as recommended by the Remuneration Committee.