



**ANNUAL REPORT OF BOARD COMMITTEE EFFECTIVENESS:
REMUNERATION & TERMS OF SERVICE COMMITTEE 2024/25**

1.0 Introduction

- 1.1 As part of the Remuneration & Terms of Service Committee's assurance obligations to Trust Board, the Committee is required to provide assurance annually that it is discharging its remit. The Committee is also required to confirm it has reviewed its Terms of Reference to ensure they remain fit for purpose. In addition, the Committee is required to consider its overall effectiveness and review the operation of a Programme of Work for the preceding year.
- 1.2 This Annual Report brings together an overview of the outcome of the Committee's work as set out above including a summary of key achievements.
- 1.3 The Report in draft version was reviewed and approved at the Committee meeting held on 13 October 2025. The final version was tabled at the Trust Board meeting held on 26 November 2025.

2.0 Chairperson's Foreword: Mr Jonathan Patton (Chair of Trust Board)

- 2.1 I wish to firstly acknowledge this is the first such Annual Report produced by the Committee. Throughout my tenure as Chair of Trust Board, I have made Board Effectiveness a key priority. As part of this work, it was identified both the Finance & Performance Committee and this Committee did not typically provide a formal written Annual Report providing assurance to Trust Board on their effectiveness. Rather, assurance was provided by other means such as through verbal or tabled reports provided to Trust Board as necessary. In addition, this Committee has historically met when needed and usually no more than twice yearly dealing with sensitive person-specific information which resulted in other assurances being provided other than through the provision of a written Annual Report.
- 2.2 I very much welcome that formal Annual Reports will now be produced by both Committees which will strengthen assurance reporting and enhance overall Board effectiveness moving forward. The Trust's Committee Annual Reports have been redesigned in recent years to incorporate what had previously been a stand-alone Annual Review of Committee Effectiveness so such a Report highlighting the work of this Committee will have additional benefit.
- 2.3 Having taken up the role of Chair of the Committee in March 2020, I am very aware of the often unseen work undertaken by its Members. As this is the first such Annual Report, I wish to record my thanks to current and former Committee Members and staff who have made a valuable contribution to our important work which is often highly sensitive in nature. I wish to record a special mention and my

deep appreciation for the dedication of two Non-Executive Directors - Mr Maynard Mawhinney and Mrs Helen Minford - who were both long-standing Members of the Committee prior to their respective retirements from Trust Board during 2024. I would also like to thank both Mr Raymond Havlin and Ms Siobhan McCauley who have now joined the Committee as Non-Executive Members.

- 2.4 During 2024/25, the Committee has been supported by colleagues from the People & Organisational Development Directorate including from within the Chief Executive's Office enabling the Committee to fulfil its remit to Trust Board. My sincere thanks to the SET team for their ongoing collective efforts.
- 2.5 Amongst the key matters considered by the Committee this year, we proactively engaged with DoH in seeking a solution to long-standing issues relating to Senior Executive Pay & Conditions – a position already years old when I first became Chair of the Committee. It is important to highlight decision-making authority within this area rested with the Department of Health (DoH) and it has been a source of frustration for all concerned that more timely progress has not been made. For the purposes of this Report, I am pleased significant progress has been made following the re-establishment of the Northern Ireland Executive in February 2024 which resulted in a regional review of Senior Executive Job Structures, Pay and Conditions which ultimately led to the issuing of a new HSC Pay Circular in May 2025 (after the end of this reporting period). At the time of writing, the Structural Review is progressing largely in line with the agreed timeframe.
- 2.7 Overall, I am satisfied the Committee has discharged its duties in line with its Terms of Reference in so far as it has the ability to do so given DoH's reserved decision-making authority. In this section of an Annual Report, a Committee Chair would ordinarily also confirm this to be the case for the Committee's Programme of Work as well. Historically, a Programme of Work has not been produced given the Committee's twice yearly meetings but this should be taken forward as a recommendation for 2025/26. I envisage the Committee will review and refine such an initial Programme of Work to ensure we remain on a strong footing to provide robust assurances to Trust Board and to the Accounting Officer that a sound system of internal control is in place with respect to the Committee's defined remit.

3.0 Membership of Committee

- 3.1 Membership of the Committee comprises three Non-Executive Directors – the Chair of Trust Board who acts as Chair of the Committee alongside two other Non-Executive Directors nominated by the Chair of Trust Board. This is actioned in line with other Board Committees appointments with the one caveat that none of the Members of this Committee can also be Members of the Trust's Audit Committee.
- 3.2 The Director of People & Organisational Development acts as the primary EMT advisor to the Committee and will be in attendance at all meetings where possible.
- 3.3 The Chief Executive will also be invited to attend as necessary with the Board Secretary being responsible for the provision of Committee secretariat support.

3.4 Appendix 1 hereto details the membership of the Committee and their attendance at meetings during 2024/25. 75% attendance is expected of all Members (as per the Governance Controls Assurance KPI). Members can be absent for unavoidable reasons. Given the small number of Members, efforts are made to ensure availability is confirmed in advance to ensure required business can be transacted.

3.5 When the Director of People & Organisational Development has submitted an apology, a senior representative from the People & Organisational Development Directorate can attend on their behalf to present those tabled written briefings made available for consideration at the relevant meeting as agreed with the Chair of the Committee facilitated by the Board Secretary as necessary.

4.0 Frequency of Meetings

4.1 During 2024/25, three Committee meetings were held: 28 June 2024, 30 October 2024 and 20 March 2025.

5.0 Remit of Committee

5.1 The Committee’s remit is reviewed on an annual basis and last considered as part of the Terms of Reference review on 30 October 2024 with a revised Terms of Reference approved by Trust Board on 27 November 2024.

5.2 There were only minor revisions of the previous Terms of Reference to maintain alignment with the Integrated Governance & Assurance Framework (IGAF), the Revised Code of Conduct & Code of Accountability of ALB Chairs & Board Members (October 2022), NI Audit Office Board Effectiveness Good Practice Guide (June 2022) and in accordance of the HSC Board Members Handbook published by the Department of Health (DoH) (May 2021).

5.3 In order to discharge this remit, the Committee should maintain a Programme of Work to be reviewed on an annual basis.

A Programme of Work was not in place during 2024/25 but a version should be considered for 2025/26 which formalises custom and practice to date with respect to standing agenda items.

Remit	How is this discharged by the Committee	When last performed
The Committee holds overall responsibility to oversee the processes in place to enable the Trust to meet obligations set out under relevant HSC Pay Circulars in respect of Senior Executive Pay & Conditions.	Standing agenda item on relevant aspects of Senior Executive Remuneration.	Considered at each meeting during 2024/25.

<p>The Committee holds delegated authority to approve documents listed in its Terms of Reference;</p> <p>The Committee will report to Trust Board annually.</p>	<p>Committee Programme of Work.</p> <p>Preparation of an Annual Report on the Committee's work and effectiveness.</p>	<p>Not provided for 2024/25 but should be going forward.</p> <p>Not provided for 2023/24 but will be going forward.</p>
<p><u>The Committee will undertake:</u></p>		
<p>To advise the Board on performance, development, succession planning and appropriate remuneration and terms of service for the Chief Executive and all other Senior Executives guided by DoH guidance, policy and best practice;</p>	<p>Receive appropriate presentations and reports.</p>	<p>Actioned in so far as it was within the Committee's - and by extension the Trust's - ability given DoH reserved decision-making authority.</p>
<p>To provide advice to the Board on remuneration including all aspects of salary as well as arrangements for termination of employment and other contractual terms;</p>	<p>Receive appropriate presentations and reports.</p>	<p>Actioned in so far as it was within the Committee's - and by extension the Trust's - ability given DoH reserved decision-making authority.</p>
<p>To ensure robust objectives, performance measures and evaluation processes are in place within the Trust in respect of all Senior Executives;</p>	<p>Receive appropriate presentations and reports.</p>	<p>Actioned in so far as it was within the Committee's ability and based on the information provided.</p>
<p>To monitor and evaluate the performance & development of the Chief Executive;</p>	<p>Receive appropriate presentations and reports.</p>	<p>Actioned on 20 March 2025 for the 2022/23 financial year in so far as it was within the Committee's ability and based on the information provided.</p>
<p>To monitor and evaluate the performance & development of all other Senior Executives (on the advice of the Chief Executive);</p>	<p>Receive appropriate presentations and reports.</p>	<p>Actioned on 20 March 2025 for the 2022/23 financial year in so far as it was within the Committee's ability and based on the information provided.</p>

<ul style="list-style-type: none"> - Completeness of relevant financial & performance reporting. 	Yes
<ul style="list-style-type: none"> - Integration of governance arrangements. 	Yes
<p>The Chief Executive is responsible for ensuring the Director of People & Organisational Development brings forward the necessary information in a timely manner to enable the Committee to discharge its functions & takes appropriate follow-up action.</p>	<p>Actioned throughout 2024/25 as evidenced by the papers tabled for consideration at each Committee meeting.</p>

6.0 Other Matters

<p>Committee should be supported by the Board Secretary (or nominee).</p>	<p>Yes: Committee secretariat support was provided for all meetings.</p>
<p>Papers & agenda issued in sufficient time in advance of each meeting.</p>	<p>Yes: Papers issued no later than five days prior to each scheduled meeting date.</p>

7.0 Conclusion & Recommendations

Following discussion on 13 October 2025 and based on the information presented herein, Members concluded they were satisfied the Committee had carried out its duties appropriately during the year 1 April 2024 to 31 March 2025.

Two recommendations arise for consideration by the Committee during 2025/26 namely:

(1) the development of a Committee Programme of Work for 2025/26

(2) a change in the title of the Committee as part of the annual review of the Committee Terms of Reference to more accurately reflect its remit and authority particularly in relation to its ability to influence Senior Executive Terms and Conditions of Employment when these are determined at a regional level by the Department of Health.

Table 1: Summary of Members attending Remuneration & Terms of Service Committee Meetings 2024/25

		28 June 2024	30 October 2024	20 March 2025	%
<u>Non-Executive Directors</u>					
Jonathan Patton	Chair of Committee & Non-Executive Director	✓	✓	✓	100
Helen Minford	Non-Executive Director (until 31 December 2024)	✓	✓	N/A	100
Siobhan McCauley	Non-Executive Director (from 1 January 2025)	N/A	N/A	✓	100
Raymond Havlin	Non-Executive Director	✓	✓	✓	100
<u>Executive Management Team (in Attendance):</u>					
Claire Smyth	Director of People & Organisational Development	Apology nominee in attendance	✓	Apology nominee in attendance	33
Roisin Coulter	Chief Executive (as required)	✓	✓	✓	100

