South Eastern Health and Social Care Trust

ANNUAL REPORT OF BOARD COMMITTEE EFFECTIVENESS: REMUNERATION COMMITTEE 2025/26

1.0 Introduction

1.1 As part of the Remuneration Committee's 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 during 2025/26 including a summary of key achievements.

1.3 The Report in draft version was reviewed and approved by Members at the Committee meeting held on 8 June 2026. The final version was tabled at the Board meeting held on 24 June 2026 – five months earlier when compared to 2024/25.

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

2.1 I wish to firstly acknowledge and welcome the opportunity to present our second Annual Report produced by the Committee - building on last year's work and providing an additional source of formal assurance to Trust Board.

2.2 I am very aware of the often unseen work undertaken between, in preparation of and during Committee meetings. As such, I wish to record my appreciation to both Mr Raymond Havlin and Ms Siobhan McCauley who – having joined during 2024/25 – have become established Non-Executive Members of the Committee. During 2025/26, the Committee has been ably supported by colleagues from the People & Organisational Development Directorate including from within the Chief Executive's Office. My sincere thanks to the SET team for their ongoing collective efforts.

2.3 Amongst the key matters considered by the Committee this year, we continued to proactively engage with DoH in seeking a solution to long-standing issues relating to Senior Executive Pay & Conditions. 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 over many years that more timely progress has not been made. I am pleased to report significant progress has been made during 2025/26 which saw the conclusion of the regional review of Senior Executive Job Structures which ultimately led to the issuing of a new HSC Pay Circular in May 2025. At the time of writing, the agreed upon actions arising from the Structural Review are progressing largely in line with the agreed timeframe and on the basis of the region moving together with implementation.

2.4 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. Historically, a Programme of Work has not been produced given this Committee's twice yearly meetings but this was subject to a recommendation detailed in last year's Annual Report that this should change.

2.5 In a step forward, I am pleased to report that the Committee agreed and followed a Programme of Work during 2025/26. I envisage the Committee will refine what was 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 The Committee is comprised of three Non-Executive Directors – the Chair of Trust Board (who also 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 stand-alone caveat that none of the Members of this Committee can sit on 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 Committee meetings where possible. The Chief Executive will also be invited to attend as necessary with the Board Secretary responsible for the provision of Committee secretariat support. Following ratification of a revised Terms of Reference for 2026/27, the Secretary to the Committee will change to be the responsibility of the Assistant Director, People & Resourcing with the Board Secretary being available to provide integrated governance advice as required.

3.3 Appendix 1 hereto details the membership of the Committee and their attendance at meetings during 2025/26. 75% attendance is expected of all Members (as per the Governance Controls Assurance KPI) though it recognised that Members can be absent for unavoidable reasons. Given the small number of Members on this Committee, efforts are made to ensure availability is confirmed in advance to ensure required business can be transacted.

3.4 During 2025/26, when the Director of People & Organisational Development has submitted an apology, a senior representative from their Directorate could and did 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.

3.5 As noted above, the Assistant Director, People & Resourcing, will take forward this function as Secretary to the Committee following ratification of a revised Terms of Reference for 2026/27.

4.0 Frequency of Meetings

4.1 During 2025/26, there was considerable time spent between formal meetings addressing many aspects of the implementation of DoH Circulars arising from the conclusion of the regional review of Senior Executive Job Structures. In addition, there were two Committee meetings held: 19 June 2025 and 13 October 2025 though it is important to note there were meetings also held on 20 March 2025 and 22 April 2026 i.e. on either side of this financial year.

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. The Chair initiated a review during 2025/26 with a revised draft produced for consideration in October 2025. In light of DoH guidance outlining a fundamental shift in the responsibilities of Remuneration Committees, Trust Board was advised by Mrs Smyth at its Confidential meeting on 26 November 2026 that - while the annual review of the Terms of Reference had been completed for 2025/26 - a revised Terms of Reference would be brought forward in the first quarter of Q4 2026/27.

5.2 For completeness, the 2025/26 Terms of Reference annual review only identified very minor possible revisions of the previous Terms of Reference which were determined not to be substantive given the extant Terms of Reference continued 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) as well as 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. As noted above, a formal Programme of Work was in place for the first time during 2025/26 – the discharge of which is outlined below:

Remit	**How is this discharged**	**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.	Standing agenda item included on each meeting agenda. Members welcomed the clarity provided by the issuing of DoH Circular HSC (SE) 1/2025 and considered relevant DoH guidance at each meeting during 2025/26 (19 June 2025 & 13 October 2025).

The Committee holds delegated authority to approve documents listed in its Terms of Reference;	Committee Programme of Work.	Actioned for 2025/26 at the meeting held on 13 October 2025.
The Committee will report to Trust Board annually.	Preparation of an Annual Report on the Committee's work and effectiveness (for the financial year 2024/25)	Actioned on 13 October 2025 with the Report tabled for noting at the Board meeting held on 26 November 2025.
The Committee will undertake:		
To advise the Board on performance, development, succession planning and appropriate remuneration for the Chief Executive and all other Senior Executives guided by DoH guidance, policy and best practice;	Receive appropriate presentations and reports.	Actioned in so far as it was within the Committee's - and by extension the Trust's - ability given DoH reserved decision-making authority.
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;	Receive appropriate presentations and reports.	The Committee considered the revised DoH Circular on 19 June 2025. Members considered the HSC SE Structural Review and associated guidance on 13 October 2025. Actioned in so far as it was within the Committee's - and by extension the Trust's - ability given DoH reserved decision-making authority.
To ensure robust objectives, performance measures and evaluation processes are in place in respect of all Senior Executives;	Receive appropriate presentations and reports.	Actioned in so far as it was within the Committee's ability and based on the information provided.
To monitor and evaluate the performance & development of the Chief Executive;	Receive appropriate presentations and reports.	Actioned in so far as it was within the Committee's ability and based on the information provided.

To monitor and evaluate the performance & development of all other Senior Executives (on the advice of the Chief Executive);	Receive appropriate presentations and reports.	Actioned in so far as it was within the Committee's ability and based on the information provided. Members note Performance Monitoring arrangements will be revised from 2026/27 and training has been completed in April 2026.
To make such recommendations to the Board on succession planning and on the remuneration and allowances of the Chief Executive and, on the advice of the Chief Executive, other Senior Executives;	Receive appropriate presentations and reports.	Actioned in so far as it was within the Committee's - and by extension the Trust's - ability given DoH reserved decision-making authority. During 2025/26, the Committee monitored arrangements for the recruitment and induction of three new EMT Directors. In addition, the Chair arranged for the reporting of the appointment of an interim Director of Primary Care & Older People's Services to Confidential Trust Board on 28 May 2025 (SET/CA/13/25). The Board was also updated as appropriate on EMT retirement/recruitments.
To ensure the Chief Executive & Senior Executives are rewarded for their individual contribution to the Trust having proper regard to the organisation's circumstances, performance and the provision of national arrangements;	Consider and recommend the implementation of relevant HSC Pay Circulars as issued.	Actioned in so far as it was within the Committee's - and by extension the Trust's - ability given DoH reserved decision-making authority.

To oversee appropriate contractual arrangements for the Chief Executive & Senior Executives including the proper calculation and scrutiny of termination payments taking account of relevant guidance as appropriate and advise the Board accordingly.	Receive appropriate presentations and reports.	Actioned in so far as it was within the Committee's - and by extension the Trust's - ability given DoH reserved decision-making authority.

6.0 Reporting Arrangements

Reporting Arrangements	How Discharged
Committee deliberations formally recorded and submitted to Trust Board.	Formal minutes are produced for each meeting with verbal reports to Trust Board as required. As such, approved minutes from the meeting held on 20 March 2025 were tabled at Confidential Trust Board on 25 June 2025, approved minutes from 19 June 2025 were tabled at Confidential Trust Board on 26 November 2025 and approved minutes from 13 October 2025 were tabled at Public Trust Board on 27 May 2026. Going forward, Minutes will be tabled at the next Public rather than Confidential Trust Board to ensure transparency without compromising the Trust's obligations on individual confidentiality.
Annual Report/Review of Effectiveness submitted to Trust Board including assurance on the following: - Completeness of relevant financial & performance reporting. - Integration of governance arrangements.	Annual Report approved by the Committee on 13 October 2025 & tabled at Trust Board on 26 November 2025. Yes in so far as this Committee has a remit. Yes in so far as this Committee has a remit.
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.	Actioned throughout 2025/26 as evidenced by the papers tabled at each Committee meeting as well as the presentation of formal minutes for noting at Trust Board.

7.0 Other Matters

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

8.0 Conclusion & Recommendations

Following discussion on 8 June 2026 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 2025 to 31 March 2026.

In the Annual Report for 2024/25, two recommendations arose 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.

The Committee can report both of last year's recommendations were implemented.

Three recommendations arise for consideration during 2025/26 namely:

(1) Ensuring the delegated authority arrangements set out as part of the revised DoH Pay Circular are incorporated appropriately within both a revised Committee Terms of Reference and the Trust's overall Standing Orders.

(2) Ensure a formal written report is tabled at the next scheduled Board meeting following each Committee meeting to ensure visibility between meetings given approved minutes may not be tabled for some time after each meeting.

(3) Ensure appropriate guidance is developed for the Committee to ensure institutional memory as the new Senior Executive Performance Monitoring arrangements become internally embedded.

Appendix 1

Summary of Remuneration Committee Meeting Attendance: 2025/26

		19 June 2025	13 October 2025	%
Non-Executive Directors				
Jonathan Patton	Chair of Committee & Non-Executive Director (Chair of Trust Board)	✓	✓	100
Siobhan McCauley	Non-Executive Director	✓	✓	100
Raymond Havlin	Non-Executive Director	✓	✓	100
Executive Management Team (in Attendance):				
Claire Smyth	Director of People & Organisational Development	Apology (nominee in attendance)	✓	50
Roisin Coulter	Chief Executive (as required)	Apology (not required)	Apology (not required)	N/A