



Terms of Reference: Group Remuneration Committee

1. Name of Committee

Group Remuneration Committee.

2. Purpose

The RCN Council has established the Group Remuneration Committee in accordance with Schedule Rule 2.1 of the *Royal Charter*.

And in furtherance of its powers, described within the *Royal Charter*, to support Council in their powers to engage and pay employees and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to, or on behalf of, employees and their spouses and dependants.

The main purpose of the Group Remuneration Committee is to conduct governance functions as aligned to remuneration as delegated by Council.

3. Delegated responsibilities

3.1 The main responsibilities of the Group Remuneration Committee are:

- a) To advise on any proposals for major changes to the remuneration package including the provision for and scope of pension arrangements for all staff and other terms and conditions of employment (benefits).
- b) To critically evaluate the performance of the General Secretary & Chief Executive.
- c) To ensure there is effective succession planning in place for the RCN Executive team.
- d) To review and note annually the remuneration trends across the RCN and work closely with the Group Finance and Investment Committee on staff numbers, general levels of salary increase and overall cost within the organisation.

e)

available to Council at their request through the Chair of Council.

- 4.6 At the request of Council, the Chair of the Group Remuneration Committee will attend a designated section of Council meetings to deliver Group Remuneration Committee updates.

- 4.

- 11.4 The *RCN Regulation on Terms of Office* shall apply in respect of serving more than one term.
- 11.5 The Chair must relinquish this role at the end of the term of office for the role, or if, for whatever reason, they cease to be a member of the Group Remuneration Committee/Council including reaching the end of their term of office.
12. Staff support, advice, and guidance
- 12.1 The lead Executive Director will be the Chief Operating Officer who will ensure support and advice to the Committee from the People & OD directorate as appropriate.
- 12.2 Committee members and staff will work together positively and constructively, in line with the *RCN's Respect Charter*, to deliver the purposes of the Committee and within the *Operating Framework***.
- 12.3 In the unlikely situation where key professional advice presented by staff is not accepted by the Committee, the advice, and reasons for not accepting the professional advice will be fully documented in the minutes of the meeting. Should the responsible director conclude this position poses a risk to the organisation and its members, the circumstances will be brought to the attention of the General Secretary & Chief Executive who will assess the seriousness of the position and advise the Chair of Council accordingly. Should a resolved position not be reached the matter will be escalated to Council for a determination on the way forward.
- 12.4 The Director of Governance
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regulator's, sanction, and/or they are subject to any ongoing disciplinary proceedings with any of their employers or professional disciplinary proceedings before the NMC or another regulator.

- g) are subject to ongoing disciplinary proceedings in respect of any role they hold at the RCN and/or currently subject to any RCN disciplinary sanction.

13.2 The processes for such removal will be in accordance with the *Member Resolution policy*.

Version history:

Set by Council 2010

Amended: 2017

Amended: May 2019

Amended: May 2020

Amended: November 2021

Amended: February 2023

Approved by Council on: 22 June 2023

They will be reviewed at the