Remuneration Committee

Terms of Reference

Purpose

The Remuneration Committee is established as a sub-committee of the Social Work England Board. Its purpose is to support the Board, and the Chair, to fulfil their responsibilities in relation to remuneration and performance; people and culture.
As outlined in the Framework Document, the Remuneration Committee develops advice for the Board, which in turn advises the Secretary of State annually on the remuneration of the Chief Executive. The Committee also advises on remuneration and performance for the executive leadership team.
The work of the Remuneration Committee is bounded by the levels of remuneration and terms and conditions of service (including pensions) within the general pay structure approved by the Department for Education (DfE) and HM Treasury and on the understanding the Secretary of State's approval is required to amend these terms and conditions.
The Committee also holds delegated responsibility to consider people and culture issues, to assist the Board in fulfilling its obligation to provide strategic direction and challenge to the chief executive and leadership team in running the organisation.
All Committee members should uphold the seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership. These principles should be central to the way in which the Committee delivers its remit, and the advice it gives to the Board.

Responsibilities

The responsibilities of the Remuneration Committee are to provide advice and assurance to the Board regarding remuneration and performance; people and culture.
In order to provide advice and assurance in relation to remuneration and performance, the Committee:

- Reviews the Chief Executive's annual performance report.
- Advises the Board, who then advises the Secretary of State annually, on the remuneration of the Chief Executive.
- Provides oversight on the setting of annual objectives for the Chief Executive.
- Reviews the Chief Executive's performance assessment of the Executive Leadership Team.
- Advises the Board on the remuneration of the team of Executive Directors.
- Reviews and advises on job specifications for Executive Directors and the Chief Executive.
- Supports succession planning for the Chief Executive and Executive Directors.
- Advises the Board on appointing the Chief Executive.

In order to provide advice and assurance in relation to people and culture, the Committee:

- Offers guidance to assist the organisation in developing its people strategy
- Reviews progress towards identified people priorities, offering relevant advice, challenge and support.
- Reviews and challenges performance in relation to key workforce indicators - including, but not exclusively, sickness absence, learning and development, retention and employee engagement
- Considers the need for periodic ‘deep dives’ to better understand and advise on key people and culture related issues, as appropriate
- Provides assurance and oversight of the overall system of remuneration and reward, including the annual pay remit process
- In line with the corporate risk approach reviews, assesses and identifies risk in relation to people and culture, ensuring appropriate mitigation and escalation.

Decision-making

The Remuneration Committee acts only in an advisory capacity and has no executive or decision-making powers.

Membership

The Chair of the Board is responsible for appointing the Chair of the Remuneration Committee.

The membership of the Remuneration Committee is comprised of:

- The Chair (a Non-Executive Director who is neither the Chair of the Board nor the Chair of the Audit, Risk and Assurance Committee).
- Two Non-Executive Directors who are not existing members of the Audit, Risk and Assurance Committee.

The Chair of Social Work England and other Non-Executive Directors will attend as appropriate apart from the Chair of Audit, Risk and Assurance Committee.

The Chair of the Board should attend meetings, as appropriate, to discuss the Chief Executive’s remuneration and performance.

The Department for Education’s Director of HR is not a member of the Committee but may attend meetings, as the Secretary of State’s representative, to advise on senior remuneration policy across the public sector and how this has been applied in other non-departmental public bodies (“NDPB”s). Social Work England should have regard to Chapter 5 of the Cabinet Office’s Public Bodies: A Guide for Departments that provides guidance on staff issues in public bodies including the CEO.[1]

Meetings, quoracy and attendance

- The Remuneration Committee will meet at least once a year. A meeting will take place each spring to review senior performance, agree non-consolidated performance pay, set objectives for the chief executive and executive leadership team and discuss priorities for the annual pay remit.
- The Committee's annual meeting cycle will typically include 2 further meetings – (i) in summer to oversee final pay remit proposals and (ii) in autumn to review mid-year performance and consider people engagement survey outcomes.
- The Chair of the Remuneration Committee may convene additional meetings, as they deem necessary.
- A minimum of 2 Non-Executive Director members of the Remuneration Committee will be present for the meeting to be deemed quorate, including the Committee Chair (or a Non-Executive Director Committee member to whom the Committee Chair has delegated the role)
- if the Chair of the Remuneration Committee is absent for a meeting, the role of chairing the meeting will be delegated to a Non-Executive Director committee member.

The Remuneration Committee Chair, on behalf of the Remuneration Committee members may:

- invite the Chief Executive to attend any parts of its meetings and take part in discussions, except when the Committee is discussing the Chief Executive's own performance or remuneration
- invite the Executive Director for People and Business Support to attend any parts of its meetings and take part in discussions, except when the Committee is discussing the Executive Director's own performance or remuneration
- ask any other member of staff within Social Work England to attend to assist it with its discussions on any particular matter, providing there is no breach of confidentiality or conflict of interest in relation to the matters being discussed.
- ask any or all of those who normally attend, but who are not members, to withdraw from a meeting to maintain confidentiality and/or to facilitate open and frank discussion of particular matters
- ask the Remuneration Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

Reporting and Administration

The Remuneration Committee Chair will report to the Chair of the Social Work England Board after each meeting. The Corporate Governance Manager will provide secretariat facilities to the Committee.

Papers for all Committee meetings will be circulated at least 5 working days in advance of the meeting.

The minutes of meetings will be confidential and will not be reported at the public element of any full Board meeting. The minutes shall be made available within 10 working days to the Chair.

Access

The Department for Education will have free and confidential access to the Chair of Remuneration Committee.
The internal and external audit teams will have access to the Chair of the Remuneration Committee and its members.

Review and Evaluation

The Remuneration Committee will review its own effectiveness annually and will report the results of that review to the Board.
The terms of reference of the Remuneration Committee shall be reviewed and reapproved annually.

Last reviewed: March 2024

Next review date: October 2025

Signed off by the Board:

Policy Owner: Executive Director – People and Business Support