BrisDoc Patient care by people who care

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Remuneration Committee Terms of Reference (TOR)

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1.0	Ray Montague (Chair)	09/06/2026
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1. Purposes of the Committee

Organisational remuneration policies, systems and reviews, and the terms and conditions of employment of the Executive Directors and the Senior Leadership Team are responsibilities of the BrisDoc Combined Corporate Board. The overall purpose of this Committee is to assist and provide assurance to the Board in its duty to supervise the organisational remuneration policies of BrisDoc and the terms and conditions of employment of the Executive Directors and the Strategic Leaderhsip Team, ensuring the voice and views of Co-Owners are incorporated appropriately into the work of the Committee.

2. The work and responsibilities of the Committee

Review/overview matters

To review proposals for annual (or otherwise) organisational pay awards (including bonus schemes)

To review the organisational remuneration policy for Executive Directors and the Strategic Leadership Team.

To review the terms and conditions of employment of Executive Directors and the Strategic Leadership Team.

To receive and consider appropriate input on the performance of the Chief Executive Officer, including feedback from the Chair, Non-Executive Directors and any formal appraisal process, to inform recommendations on remuneration and objectives.

Recommendations

To recommend to the Board:

- The appropriate level for any organisational pay awards in terms of remuneration policy (acknowledging that the Finance, Risk, Digital/IT and IG Committee has a role in reviewing and recommending organisational pay awards from an affordability perspective.
- The core terms and conditions of employment of Executive Directors (including remuneration levels, annual leave entitlements and notice periods) and any changes or review thereto.
- The outcomes of any reviews of remuneration or job evaluation reviews of members of the Senior Leadership Team.

Delegated powers

The Committee has no delegated powers.

Co-owners Council engagement

The Committee will maintain a clear channel of communication with the Co-Owners Council, so that both parties are able to share information and consult one another as appropriate, and so that Co-Owners are appropriately involved in the Committee’s decision-making.

The Chair of the Committee will maintain regular contact with the Employee Directors (or nominated member of the Co-Owners Council) to ensure they are kept updated on key discussions, issues and decisions.

3 The operation of the Remuneration Committee

Membership

The Committee membership will consist of the non-executive members of the Combined Board, including the Independent Trustee. The Chair of the Combined Board will be the Committee Chair.

In attendance

The Chief Executive Officer and Director of People and Organisational Development will be required to attend for relevant agenda items.

Meeting frequency

The Committee will meet annually and as otherwise required, which will be held by tele- or video-conference or in-person.

The Committee shall operate in alignment with the annual performance appraisal cycle for the Chief Executive Officer and Strategic Leadership Team, ensuring that remuneration recommendations are informed by documented performance assessment.

Quoracy

The quorum for the Committee will be three Non-Executive Directors.

Meeting secretariat

The Chief Executive Officer and Director of People and Organisational Development will be the primary contacts for the Committee, with secretariat support from the EA to the Chief Executive Officer, as required.

Decision-making

Decisions are ultimately the responsibility of the Committee members, but in reaching their decisions and recommendations they will, so far as possible, take account of the views of the other directors, senior leaders/managers and any advisors. In the event that a vote is required on any matter or decisions, then the Committee Chair will have the casting vote.

The Committee's role is advisory. It seeks to reach consensus on its recommendations. Final decisions regarding remuneration and terms and conditions remain the responsibility of the Combined Corporate Board.

Review

The Committee shall, at least once every three years, review its own performance and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.

4. Reporting and accountability to the Board

The Committee Chair, or another nominated committee member, will report to the Board on its meetings.

Version Control

Version	Date	Author	Changes Overview
V1.0	09/06/2026	SLT	Initial TOR