Independent Monitoring Authority
For the Citizens' Rights Agreements

Terms of Reference

HR and Remuneration Committee	
Approved by	IMA Board
Version	4.0
Date agreed	January 2026
Next review	April 2027

Role of the HR and Remuneration Committee

1. The IMA HR and Remuneration Committee ('the Committee') will:
    a) Provide strategic advice, support and challenge to officers and assurance to the Board on people matters; and
    b) Review recommendations and approve:
        i. the annual pay award and non-consolidated performance related pay to members of the Chief Executive and other SCS equivalent employees,
        ii. Changes to the minimum salary level for the Chief Executive and other SCS equivalent employees.
    c) Seek assurance of arrangements for all HR policies including:
        i. Equality, Diversity and inclusion (including Northern Ireland equality duty commitments)
        ii. Employee engagement initiatives;
        iii. Employee policies and conditions of employment are compliant with current laws and in line with relevant guidance issued by HM Treasury and the Cabinet Office as appropriate;
        iv. People Management Strategy;
        v. Pensions;
        vi. Reward and Pay Strategy;
        vii. Talent and Succession Strategy; and
        viii. Wellbeing, Health and Safety.

Delegations

2. The Board has delegated authority to the Committee to approve:

   a) Annual pay awards and non-consolidated performance related pay to the Chief Executive and Executive Team; and

   b) Changes to the minimum salary level for the Chief Executive grade and Executive Team grades.

   Actions in relation to these approvals shall be referred to as 'decisions'.

3. All other actions taken by the Committee other than those under paragraph 2 will be made by recommendation to the Board or Chief Executive and shall be referred to as 'recommendations'.

Membership and Attendance

4. The Committee consists of:

   a) The Chair (non-executive member of the Board other than the Chair of the IMA); and

   b) Two appointed non-executive members of the Board.

These are collectively referred to as the Committee Members

5. With additional attendees including:

   a) Accounting Officer / Chief Executive,

   b) Director of Governance and Corporate Services.

6. Any additional attendee attending a meeting in any one of these capacities will not be entitled to vote and may be asked to withdraw from the meeting at any point.

7. The Chair of the IMA has a standing invitation to Committee meetings, although is not a voting member of the Committee.

8. The Committee will be chaired by a non-executive member. The Chair may, if they so choose, nominate another committee member as a deputy to chair the meeting in their absence.

9. The meeting is not quorate unless at least two of the Committee Members are present.

10. In the event that quorum is not reached, decisions and recommendations may be made by Chair's action, by Electronic business, by calling an additional meeting or will be deferred to the next Committee meeting.

11. The term of appointment for Committee Members will be specified on appointment and will be renewable where appropriate.

12. With the Chair's consent, other staff may be invited to contribute to discussions where they have a particular interest or involvement in agenda items.

13. Executive Team members, other than in those specified in paragraph 5 above, may attend by invitation but are not Committee Members and must withdraw from discussions or decisions affecting their own remuneration.

Process

14. The Committee will meet quarterly. Additional meetings may be convened when considered necessary and business may be conducted by Electronic business. Such items will be noted

in the agenda as having been determined and their decision or recommendation subsequently logged.

15. The following will be standing agenda items:
    - Register of interest(s)
    - Previous minutes and actions
    - Forward look
    - Health and Safety Action Plan Update
    - HR Update Report
    - Any other business for noting (i.e. where business has taken place outside of the meeting, it should be noted for auditing purposes)
16. The Chair will agree the meeting agenda and where necessary will discuss an agenda item with the originator of a proposal prior to the meeting to clarify purpose and presentation.
17. The Secretariat team will maintain the minutes, rolling action sheet, and a decisions and recommendations log to provide a record of business conducted and decisions/escalations made, inside and outside of the regular meeting.
18. The Board Standing Orders on Voting shall apply to the Committee.

Decisions and Recommendations by Electronic Business

19. The Board Standing Orders on Electronic Business shall apply to the Committee.

Decisions by Chair's Action

20. Chair's action may be used in exceptional circumstances where a decision is required urgently, and it is not possible to wait for the next meeting nor to consult the membership by correspondence. In such cases the Chair may take a decision on any matter within the Committee's delegated authority.

Decisions and Recommendations at an additional meeting

21. The Chair can call an additional meeting to deal with any particular issue if required. E.g. if further information is required that means a decision or recommendation has not been taken in a formal meeting and the issue cannot wait until the next meeting or is considered to warrant further discussion rather than approval via correspondence.

22. All decisions and recommendations made under the Electronic Business standing orders, by Chair's Action or at an additional meeting must be reported at the next Committee meeting and recorded in the minutes.

Conduct

23. Committee Members must be honest and impartial in the exercise of their duties. They must not allow their judgement or integrity to be compromised or permit there to arise any reasonable grounds for suspicion as to the compromise of their judgement and integrity. Committee members will be expected to abide by standards enunciated in The Seven Principles of Public Life.

Papers and Reporting

24. Papers must be concise and clearly set out: the issues, the action requested of the Committee, the actual or potential impact and any relevant financial or other considerations. Papers submitted for circulation will have been discussed with interested parties in good time to meet deadlines.

25. All papers for consideration by the Committee must be:

    a) approved by the relevant Director;

    b) provided to the Secretariat no later than eight days in advance of the meeting; and

    c) circulated to members seven days before the meeting.

26. Late papers will only be accepted by the Chair in exceptional circumstances.

Transparency

27. Action points from each meeting will be circulated to action owners within five working days of the meeting. The minutes will be circulated to the Chair of the Committee within ten days of the meeting.

28. The Terms of Reference of the HR and Remuneration Committee will be published on the IMA website.

Conflicts of Interest

29. Any attendee who becomes aware of a potential conflict of interest relating to matters to be discussed by the Committee must give prior notification to the Chair. If this is not possible, or if the conflict only becomes apparent at the meeting, they should declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

Review

30. The HR and Remuneration Committee Terms of Reference will be reviewed annually, or sooner if required by changes in the Delegation Policy or to legislation.