



REMUNERATION COMMITTEE TERMS OF REFERENCE

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|----------------------------|-------------------|
| Policy Lead | Chair of Trustees |
| Committee | Remuneration |
| Adopted by Trustees | December 2019 |
| Last amended | November 2022 |
| Last review | November 2022 |
| For review | Annually |

1. Constitution

- 1.1. The Remuneration Committee is a subcommittee of the Board, whose members are appointed by the Board from amongst the Trustees.
- 1.2. The Remuneration Committee is responsible to the Trust Board.
- 1.3. The Committee's Terms of Reference are agreed and adopted by the Board and can only be amended with the approval of the Board.

2. Membership

- 2.1 The Committee will consist of at least 3 Trustees who will be appointed/confirmed annually by the Board.
- 2.2 The Committee will appoint a Chair.
- 2.3 The Chief Executive Officer will be in attendance for all reviews apart from that of the CEO role itself, but will not be a member of the Committee.
- 2.4 There will be an appeals panel of at least 3 other Trustees, who are not involved in the discussing or setting senior remuneration.

3. Purpose

- 3.1 The purpose of the Committee is to:
 - Consider and set remuneration for senior personnel. Except for the CEO, reward levels will be recommended by the CEO for consideration by the Committee.
 - Monitor and review succession plans and the development of talent within the Trust.

4. Meetings

- 4.1 The Committee will meet twice a year. More meetings may be called if necessary.
- 4.2 The quorum shall be 2 Trustees including the chair and/or the vice-chair.
- 4.3 The administration of meetings will be managed by the Clerk to the Trustees. Agenda and papers will be circulated to members of the Committee 7 days in advance of the meeting.
- 4.4 In addition to voting in person at a meeting Trustees are able to vote on matters via e-mail to the Clerk to the Trustees (ahead of the meeting) or via video / telephone conferencing

during the meeting.

5. Authority

5.1 The Committee will report to the Board on any decision taken in accordance with the Scheme of Delegation.

5.2 The Committee is authorised to investigate any activity within its term of reference or as specifically directed by the Board.

5.3 The Committee is authorised to obtain any legal and professional advice it considers necessary, normally in consultation with the Chair of the Trust Board.

5.4 Main duties:

- to develop strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Trust's staff
- to consider, determine and keep under review a framework or policy for the remuneration, benefits and incentives of the Chief Executive Officer and such other members of the Executive Team as the Trust Board shall from time to time direct
- in determining that framework, to seek evidence of the remuneration, benefits and incentives paid to senior executives in comparable employment within the commercial and voluntary sectors
- to consider the outcome of every appraisal of the performance of the Chief Executive Officer and such other senior executives as the Board shall from time to time direct
- to make recommendations to the Trust Board as to the remuneration, benefit and incentives that should be paid to the Chief Executive Officer and such other senior executives as the Trust Board shall from time to time direct with a view to ensuring that they are encouraged to enhance their performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Trust and its progress towards fulfilling its objectives
- to make recommendations to the Trust Board as to the remuneration, benefits and incentives of newly appointed senior executives.

6. Meeting Timetable - Example

| Focus of meeting | Term 2 | Term 5 |
|--|--------|--------|
| Review and agree pay for senior roles | X | |
| Monitor succession plans | | X |
| Consider development of high potential staff | | X |