



Terms of Reference

Committee	Governance and Remuneration Committee
Effective Date:	October 2017
Date Last Reviewed:	July 2017
Scheduled Review Date:	July 2019
Supersedes:	All previous Policies and/or Statements
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Approved by:	Board, July 2017

1. Membership and meetings

- A minimum of 4 Board members and a maximum of 6.
- Quorum will be 3 members excluding co-optees.
- Appointments will be made by the Board to ensure that there is a cross-section of experience with strong financial and business awareness.
- The Chair will be selected by the Board giving due regard to appropriate experience and knowledge.
- The Chair of the Board cannot be the Chair of this Committee.
- The Chief Executive, the Director of Resources and Risk and other senior staff shall attend as appropriate.
- The Committee shall meet at least 2 times per year, and the cycle of meetings will be approved by the Board.
- Minutes of each meeting will be presented to the next meeting of the Board.

2. Role

The Governance and Remuneration Committee is accountable to the Board and its role covers a review of the following areas:

- Chief Executive's and Executive Directors' appraisal and remuneration.
- Board members' appraisal, development and succession.
- The Chair's appraisal, development and succession.
- Human Resources
- Governance policies.

3. Terms of Reference

The responsibilities of the Governance and Remuneration Committee in relation to each aspect of its role are defined below:

Chief Executive's and Directors' appraisal and remuneration:

- To ensure that the annual appraisal of the Chief Executive is carried out efficiently and at a time when it is appropriate to do so.
- To recommend to the Board the Chief Executive's remuneration.
- To receive the Chief Executive's appraisal of the Executive Team.
- To consider the Chief Executive's recommendations for changes to the Executive Team's salaries and staff annual salaries for recommendation to the Board.
- To annually set objectives, to be approved by the Board, for the Chief Executive.

Board members' appraisal, development and succession:

- To put forward proposals to the Board for the process for Board Member appraisals, training and development.
- To implement the Board's agreed succession plans, including the interviewing of new Board Members and co-optees where appropriate and recommending to the Board their appointment against an agreed skills assessment and statement of preferred composition.
- To ensure that the agreed appraisals process for individual Board Members and the Board as a whole is carried out and that an appropriate and an effective development programme is recommended to the Board.
- To review and make recommendations on behalf of the Board, in collaboration with the Chief Executive, and after taking external independent advice, on the remuneration of Board members.

The Chair's appraisal, development and succession:

- To ensure that the annual appraisal of the Chair is carried out efficiently and at a time when it is appropriate to do so.

- To review and make recommendations on behalf of the Board, in collaboration with the Chief Executive, and after taking external independent advice, on the remuneration of the Chair.

Human Resources & Office Services:

- To recommend and/or approve, where authority has been delegated, all policies relating to HR, training and development, recruitment, health and safety, contracts of employment and employee relations matters.
- To receive and review an annual HR Report.
- To ensure compliance with employment legislation and provide assurance to the Board.

Governance policies:

- To provide oversight and regular review of governance policies and practices, reporting as necessary to the Board on adherence to good practice and regulatory requirements.

Authority:

- To approve any policies, procedures and strategies as delegated by the Board.
- To require any information to be provided to it by any part of the Association which is reasonably necessary for the discharge of its responsibilities.