



<b>Terms of Reference</b>	Governance and Remuneration Committee
<b>Effective Date:</b>	July 2019
<b>Date Last Reviewed:</b>	July 2019
<b>Scheduled Review Date:</b>	July 2021
<b>Supersedes:</b>	All previous Policies and/or Statements
<b>Author:</b>	CEO
<b>Approved by:</b>	Board

## 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 3 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
- Review and approval where delegated all governance policies
- Tenant involvement

## 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 consider the Chief Executive's recommendations for changes to the Executive Team's salaries for recommendation to the Board.
- To annually set objectives for the Chief Executive which will be recommended to the Board.

### ***Board members' appraisal, development and succession:***

- To put forward proposals to the Board for the process for board member appraisals, training and development.
- To oversee the implementation of the board's agreed succession plans and the board recruitment process, receive recommendations from the Chair and the Chief Executive on the appointment of new members and recommend to the Board their appointment.
- 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 the remuneration of Board members in collaboration with the Chief Executive and after taking external independent advice.

### ***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 a regular HR Report at each meeting.

- To ensure compliance with employment legislation and provide assurance to the board.

***Governance policies:***

- To provide oversight, regular review and approval where delegated to do so of all governance policies and practices, reporting as necessary to the board on adherence to good practice and regulatory requirements.

**Tenant Involvement and Social Value:**

- To recommend and/or approve, where authority has been delegated, policies relating to tenant involvement, tenant scrutiny and social value.
- To monitor the implementation of the Tenant Involvement Strategy and Social Value Strategy.
- To receive scrutiny reports from Magnify as appropriate.

**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