

SOGB Remuneration & Nominations Sub-Committee Terms of Reference

Purpose

The Remuneration & Nominations Sub-Committee is responsible for assisting the Board in discharging its responsibilities for monitoring:

- Appropriate remuneration and benefits strategies for the Charity's management team
- To ensure that the Board and its committees have the appropriate skills, knowledge and experience with which to govern the charity appropriately

Authority

The Committee is authorised by the Board to:

- Investigate, or cause to be investigated, any activity within its terms of reference
- Obtain, at the Company's expense, external legal or independent professional advice from such advisers as the Committee shall select, who may, at the invitation of the Committee, attend meetings as necessary
- Seek any information that it requires from any employee of the Company in order to perform its duties, and require all employees to co-operate with any request made by the Committee
- Approve payment to any search firm or remuneration advisors engaged for the purpose of identifying candidates for key roles in the organisation, or for the Board, or to deliver similar services for the charity in relation to delivering appropriate remuneration advice for paid employees

Duties

- Review and set remuneration for the organisation's senior management, including the CEO and their direct reports
- Design remuneration and benefits policies to support the delivery of the strategy and promote long term sustainable success
- Review the approach to remuneration for the whole workforce on a regular basis
- Regularly review the structure, size and composition of the Board of Trustees and make recommendations to the Board for any changes
- Ensure plans are in place for orderly succession to Board and senior management positions
- Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board and CEO vacancies as and when they arise

The committee should also make recommendations to the Board for the following:

- Suitable candidates as new trustees and succession for existing trustees, and the CEO
- Membership of other board committees in consultation with other Committee Chairs
- The re-appointment of Trustees at the end of their specified term
- Any matters relating to the continuation of service of a senior manager or Board trustee including suspension or termination of service

Membership & Attendance

The members, including the Chair of the Committee, shall be appointed by the Board of Trustees and shall consist of not less than three members. Appointments to the Committee shall be for a period of up to two years and be confirmed at each annual AGM. This may be extended for further periods of up to two years, provided the member still meets the criteria for membership of the Committee.

A quorum of the Committee shall be two members. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting. The charity's Company

Secretary shall be the secretary of the Committee. Meetings could also, by exception, or by invitation, include the Chair of the organisation should that be deemed relevant for specific agenda items which require their input or involvement. There may be occasions when the Company Secretary is asked not to attend for some or all of the meeting dependent on the sensitivity of the agenda.

Other Board members may attend any meeting of the Committee and members of Management and any advisers appointed by the Committee shall attend, if invited by the Committee. The Committee can meet without management involvement, although management may be invited to attend by exception, or invitation, for specific agenda items.

Frequency

The Committee shall meet at least twice a year and at any other time as the Committee shall see fit. The external auditor, the Chair of the Committee or two members of the Committee may request a meeting if any of them consider that one is necessary.

Notice

Meetings of the Committee shall be called by the Committee Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, no later than five working days before the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, with at least the same notice.

Minutes of Meetings

The Secretary of the Committee shall ensure that a formal record of Committee proceedings and resolutions is maintained. Following approval of the minutes by the Chair of the Committee they shall be circulated to all members of the Committee.

The Chair of the Committee shall report to the Board at regular intervals on the matters it has reviewed, making recommendations when requested or when considered appropriate. Minutes of the sub-committee should be included in the Board papers at the next relevant full Board meeting.

The Chair of the Committee shall attend the AGM and answer questions, through the Chair of the Board, on the Committee's activity.