

Terms of Reference

Remuneration Committee

1. Status of the Committee and these Terms of Reference

The Remuneration and Nomination Committee is a sub-committee of the Council of the Chartered ABS.

2. Composition

The Committee is composed of the Chair, Vice Chair, and Treasurer.

The members of the Committee will be members of the Council, unless there are particular reasons for appointing someone who is not a member of the Council. A majority of the members of the Committee must be members of the Council.

3. Appointment of Members and Chair

The members and Chair of the Committee are appointed by virtue of their role on the Council of the Chartered ABS. Should a member cease in their role on the Council they will have also stood down from their role on the remuneration committee. The Vice Chair of the Chartered ABS will chair the Remuneration Committee.

The Chair of the Committee may arrange for another member of the Committee to chair a meeting of the Committee which s/he is unable to attend.

Members who are unable to attend a meeting may not appoint an alternate.

4. Quorum

A quorum for the Committee is two members participating in the meeting.

5. Notice of Meetings

Meetings of the Committee are arranged by the Chair.

Unless otherwise agreed by the Committee, notice of each meeting confirming:

- a) the time and date;
- b) the venue or electronic access arrangements;
- c) the agenda of the main items to be discussed;

are forwarded to each member of the Committee, and to any other person attending, at least five working days before the date of the meeting. Supporting papers are sent to Committee members and to other attendees as appropriate, at the same time or as soon as practicable.

6. Frequency and Manner of Meetings, Decisions and Operational Arrangements

The Committee meets at least once per year.

Its meetings may be physically in person, or using electronic means (such as teleconferencing or videoconferencing) in which each member participating in the meeting can communicate with all the other participants. The Committee may also where necessary deal with its business by email or other means of written electronic communication.

Decisions are reached on the basis of a consensus during the meeting. In the event of disagreement, decisions are made by the majority. The Chair of the Committee holds a second or casting vote in the event of a tie. A Committee member who remains opposed to a proposal after a vote in its favour can ask for his/her disagreement to be noted in the record of the meeting, but must abide by the majority decision taken.

The Committee agrees other aspects of how it will function in order to fulfil its mandate in line with these Terms of Reference.

7. Records of Meetings

The Chair of the Committee is responsible for ensuring that brief notes are made of:

- a) the attendees at;
- b) the decisions made by; and
- c) the significant conclusions and action points arising from;

the meetings and activities of the Committee.

These are circulated to the other members of the Committee as soon as practicable, and subsequently to the Council for information.

8. Attendance at Meetings

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other members of the Council, the Chief Executive, other members of staff and external parties may be invited to attend all or part of any meeting as and when appropriate. However the Chief Executive will not be present when his/her own remuneration is being discussed by the Committee.

9. Authority of the Committee

The Committee is authorised by the Council to obtain, at the Chartered ABS' expense, external legal or other independent professional advice on any matter within its terms of reference if it considers this necessary. Where the Committee proposes to do this, the Chair of the Committee should inform and seek the advice of the Chief Executive before doing so.

The Committee is also authorised to seek any information it requires from any Director, employee or consultant of Chartered ABS in order to perform its duties.

10. Performance Review

The Chair of the Committee leads annually a review of:

- a) the performance of the Committee;
- b) the participation by members in its meetings and work; and
- c) these Terms of Reference;

and reports the conclusions of this review in a brief note to the Council.

11. Duties

The Committee will:

- a) recommend to the Council the policy for the remuneration of the Chief Executive;
- b) determine all matters relating to the remuneration package of the Chief Executive within any policy agreed by the Council;
- c) be aware of the remuneration policy and arrangements for other staff, particularly other senior staff;
- d) when required, appoint and instruct a professional firm to identify appropriate candidates for the chief executive position;
- e) agree the interview panel for the appointment of the chief executive and make a recommendation to the Council on the preferred candidate;
- f) consider any other appropriate matters referred to it by the Council.

Approved by the Council 24 September 2015