TERMS OF REFERENCE – REMUNERATION COMMITTEE

APPROVED BY THE BOARD 2 NOVEMBER 2026

AUTHORITY

Article 4 of the Instrument & Articles of Government and Standing Order No. 1, in line with the requirements of the AoC Senior Post Holder Remuneration Code.

PURPOSE

The purpose of the Remuneration Committee is to advise the Board on matters relating to senior post holder remuneration and assist it to discharge its responsibilities under its chosen code of governance.

MEMBERSHIP

- Toni Beck (Chair)
- Geoff Lambert
- Philip Moore

IN ATTENDANCE

- CEO/Principal
- Director of Governance
- As required:
  - Executive Director of Corporate Services
  - Head of HR

QUORUM

The quorum of the Committee is three.

REMIT

The Board has tasked the Remuneration Committee with the following matters:

- Monitoring compliance with and advising on compliance with:
  - *Senior post holder remuneration code* (AoC)
  - *Managing public money* and *Senior pay guidance and senior pay controls* (HM Treasury)
- Making recommendations on the remuneration of senior post holders, and in particular the framework for SPH remuneration under Article 3(1)(f)
- Conducting scrutiny of the objectives and performance of senior post holders and advising the Board accordingly

Under the Senior Post Holder Remuneration Code, the Committee will:

- Prepare an annual report for the Board on SPH remuneration, demonstrating due regard for *Managing public money* and other relevant guidance
- Advise on compliance with HM Treasury approval rules governing severance payments relating to SPHs

- Offer an independent view on decision-making relating to remuneration, with no individual involved in setting their own remuneration
- Not be chaired by the Chair of the Corporation or have the CEO/Principal as a member
- Advise the Board when approvals and notifications are appropriate