

## **Remuneration Committee Remit (Revised December 2013)**

### **1. Role and Composition**

- 1.1 The Remuneration Committee is a committee of the Board of Bield and is appointed in accordance with Rule 33 - 47. The Committee will work within the terms of Bield's Rules, Standing Orders, Scheme of Delegation and approved Annual Budget at all times.
- 1.2 The Remuneration Committee will have at least four members who will also be members of Bield's Board. Members of the Committee will be appointed by the Board, in accordance with the Standing Orders. One of the members shall be either the Chair or Vice-Chair of the Board but, in the case of the Chair, may not also chair the Committee. Not more than one member of the Performance & Audit Committee may be a member of the Remuneration Committee and that member may not be appointed as Chair of the Committee.
- 1.3 The Committee may co-opt up to two additional members who are not members of Bield's Board in order to bring additional expertise or specialist knowledge to its work. All co-options require the approval of the Board.
- 1.4 In this remit, remuneration shall be understood to include salary and all contractual benefits including pension, performance related additional payments, car or other travel allowance and/or benefit, health insurance, provision of ICT equipment and/or facilities such as laptop and mobile phone for which personal use is permitted, payment of professional fees and payment for training/development opportunities. For the avoidance of doubt, responsibility for Bield's terms and conditions of employment is retained by the Board.
- 1.5 The Board of Bield has delegated responsibility to the Remuneration Committee on the following matters:
  - Developing Bield's Remuneration Policy; recommending it for the Board's approval and keeping it under review;
  - Remuneration of all staff; in the case of the CEO and members of the Senior Management Team, the Remuneration committee will make recommendations to the Board.
- 1.6 The Remuneration Committee will meet at least twice per year but may meet more often as required for the effective discharge of this remit. The need for additional meetings will be determined by the Chair of the Committee. The quorum for meetings is three members of the Committee.
- 1.7 The Committee will be supported by the Director of Human Resources who will ensure that the Committee and its activities are effectively serviced. Except in relation to the remuneration of the Senior Management Team, the Director of Human Resources will act as principal adviser to the Committee with support, as appropriate, from the Director of Finance & ICT Services. Where the remuneration of the Senior Management Team is being considered, the Committee shall procure independent advice and support as required.

## **2. Purpose**

2.1 The Remuneration Committee has delegated responsibility for consideration of the annual inflationary pay award to staff and for making recommendations to the Board. In considering the recommendation to be made to the Board, the Committee will take account of appropriate benchmarks and market indicators. The Committee is also responsible for considering and making recommendations on the remuneration packages to be offered to members of the Senior Management Team upon appointment and the annual inflationary pay award for the Senior Management Team and the Chief Executive. In making recommendations to the Board, the Committee shall take account of relevant benchmarks and market indicators and the relationship between the proposals for the staff and those for the Senior Management Team and Chief Executive.

Where necessary, the Committee will procure independent advice to support its consideration of the remuneration of the Senior Management Team to avoid any potential conflict of interest for the principal adviser and/or their colleagues. Responsibility for reviewing and approving all other terms and conditions of employment remain with the Board.

The Committee will ensure that periodic reviews of staff salary rewards and pension arrangements are carried out, in accordance with Bield's Remuneration Policy.

The Committee shall have access to a budget approved by the Board to support its activities.

## **3. Staff Remuneration**

3.1 The Committee will:

- Consider and agree the annual inflationary pay award for staff of Bield in accordance with Bield's policy;
- Consider the remuneration package(s) offered to members of the Senior Management Team on appointment and annually thereafter and make recommendations to the Board thereon, in accordance with Bield's policy;
- Agree the terms of the brief for consultants to carry out the periodic review of the staff salary structure and appoint the consultants to carry out that review;
- Oversee the periodic review of the staff salary structure (including salary levels and grading structure) and make recommendations to the Board on any proposed changes to terms and conditions of employment relating to staff;
- Oversee the bi-annual salary benchmarking exercise and approve any proposed changes to salary scales or ranges;
- Consider any proposals to change the arrangements for the payment of expenses or the overall reward mechanisms operated by Bield and make recommendations to the Board;
- Consider representations made by the Staff Representatives in respect of salaries and seek the views of staff to inform any review;
- Make recommendations to the Board on any proposed changes to policies as they relate to pay and benefits;
- Procure independent and/or specialist advice and/or support related to the Committee's remit.

3.2 The Committee may invite representatives of the Joint Information & Consultative Forum to attend a meeting to contribute to its consideration of a salary review or to present representations from staff. Anyone who might reasonably be regarded as having an actual or potential personal interest in a matter being considered by the Committee shall declare their interest in accordance with Bield's policy and shall withdraw from and play no part in either the Committee's consideration or decision.

#### **4. Pensions**

4.1 The Committee will:

- Periodically review the pension provision offered to Bield staff and make recommendations for changes to the Board;
- Ensure that Bield responds appropriately as a contributing employer to all pension reviews carried out by its pension provider(s);
- Advise the Board of all changes to Bield's duties as an employer in respect of pensions offered to staff;
- Procure independent specialist advice as necessary to support the discharge of its responsibilities.

#### **5. Reporting to the Board**

5.1 The Committee will act in accordance with this remit and its delegated authority at all times.

5.2 The Committee will present its minutes to the next meeting of the Board for information. The Chair will draw to the Board's attention any issue requiring the Board's consideration or approval; such items will be the subject of separate papers prepared for the Board's consideration.

5.3 The Committee will make an annual report to the Board on the matters that it has considered during the course of the year and on the disbursement of the budget allocated to support its activities, usually in September each year.

#### **6. Special advice**

6.1 The Committee may instruct outside legal or other advisers to assist it in fulfilling the terms of this remit

#### **7. Review**

7.1 This remit was first approved by the Board on 15 March 2012. It was reviewed in December 2013 and will be reviewed three-yearly thereafter. The Committee will make recommendations to the Board on the scope and operation of this remit to inform the review process.