

# COMMITTEE TERMS OF REFERENCE

## Remunerations Committee

### 1 Status

The Remunerations Committee reports and is accountable to the AGCAS Board of Directors.

### 2 Purpose

The principal aims of the Committee are to:

- 2.1. To make recommendations on whole package salary/bonuses to the Board. Should the Board not accept the recommendations this would be referred back to the Remunerations Committee for further consideration.
- 2.2. To establish and review appropriate benchmarks on a periodic basis regarding salaries and other benefits and emoluments of the Executive Director and AGCAS staff.
- 2.3. To advise on, as appropriate, any severance payment proposed to be made to staff.
- 2.4. Ensure that the Committee's activities meet the charitable objects of the articles of association
- 2.5. To ensure that the Committee's activities support AGCAS strategic objectives

### 3 Key Responsibilities

In support of its purpose the committee will:

- 3.1. Ensure that the whole remuneration package are set to include salary, pension and any other benefits or deemed benefits in kind.
- 3.2. Monitor salary benchmarks with due consideration being taken of other schemes in the charitable sector.

Items delegated by the Board of Directors to Remunerations Committee:

- 3.3. The Board of Directors may delegate specific matters relating to remuneration to the Committee and also give Remuneration Committee general or specific authority to finalise matters on behalf of the Trustee Board, in which case Remuneration Committee will report back to the Trustee Board.
- 3.4. The Remunerations Committee will support equality of opportunity.

3.5 Establish and operate procedures to ensure:

3.5.1 Remunerations Committee receives reports and recommendations on remuneration of the AGCAS staff

3.5.2 Remunerations Committee receives appropriate reports concerning pay benchmarks and labour market data.

## 4 Constitution and Membership

4.1. Voting members of the Committee shall comprise:

- AGCAS Vice-President (chair)
- AGCAS President
- AGCAS Treasurer and Company Secretary
- A Full AGCAS member from the AGCAS Advisory Council
- A Full AGCAS member with HR and Remunerations experience recommended by Nominations Committee

4.2. Appointments will be dependent on remaining in the position which attributes them to the Remunerations Committee.

4.3. The quorum shall be three people.

4.4. In the event of a tied vote, the Chair shall have an additional casting vote.

4.5. In the event that the approved Chair is unable to chair a Committee meeting, the President would Chair the meeting for that particular Committee meeting.

4.6. A member of the Committee who attends a meeting by means of any communication equipment which allows all persons participating in the meeting to hear and speak to each other for the entirety of any matter under consideration shall be deemed to be present in person for that part of the meeting and shall be entitled to vote or be counted in a quorum accordingly.

4.7. Only members of the committee have the right to attend committee meetings. Other individuals such as the Executive Director, Finance and Operations Manager and external advisors may be invited to attend for all or part of any meeting as and when appropriate.

4.8. The Remunerations Committee, will appoint a secretary from within their number. All meetings shall be formally minuted and a record kept of all reports and documents considered.

4.9. The Remunerations Committee will set out an annual work plan and provide regular updates to the Board of Directors

## 5 Approval and Review

These Terms of Reference shall be approved by the Board of Directors. They form part of Board of Directors Regulations. The Remunerations Committee will review them on an annual basis.