

Human Resources & Remuneration Committee

Terms of Reference

Approved at the July 2019 Board Meeting.

1. Constitution

- 1.1 The Board has resolved to establish a committee of the Board to be known as the Human Resources & Remuneration Committee.
- 1.2 The Terms of Reference for the Committee outlined below are defined by the Board and may be amended by the Board at any time.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Chair and in consultation with the Chair of the Human Resources & Remuneration Committee.
- 2.2 The Committee shall be made up of at least three members, all of whom shall be board members. The Chair of the Board may also serve on the Committee as an additional member.
- 2.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the Chief Operating Officer, Head of HR and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 2.4 Appointments to the Committee shall be for a period of up to three years, which may be extended for a further three-year period, provided the member still meets the criteria for membership of the Committee.
- 2.5 The Board shall appoint the Committee Chair who shall be a Board member. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Chair of the Board shall not be Chair of the Committee.

3. Secretary

- 3.1 The Chief Operating Officer or their nominee shall act as the Secretary of the Committee.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Meetings

- 5.1 The Committee shall meet at least twice a year and at such other times as the Chair of the Committee shall require.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.
- 6.2 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, any other person required to attend and all other board members, no later than ten working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

- 7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the board, unless a conflict of interest exists.

8. Duties

The Committee shall:

- 8.1 To monitor and approve matters relating to staff; receive reports relating to Human Resources, staff attitudes, sickness and disciplinary matters; comment and support changes as necessary.
- 8.2 To advise in relation to employment legislation and practices.
- 8.3 To receive reports and advise on changes needed for restructuring and organisational change; overseeing implementation of such change

- 8.4 Determine and agree with the Board, the framework or broad policy for the remuneration of the Executive Directors, and such other members of the executive management as it is designated to consider. No director or manager shall be involved in any decisions as to their own remuneration.
- 8.5 In determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company.
- 8.6 Review the ongoing appropriateness and relevance of the remuneration policy.
- 8.7 Approve the design of, and determine targets for, any performance related pay schemes operated by the company and approve the total annual payments made under such schemes.
- 8.8 Determine the policy for, and scope of, pension arrangements for all staff and workers.
- 8.9 Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- 8.10 Within the terms of the agreed policy and in consultation with the Chair and/or Chief Executive as appropriate, determine the total individual remuneration package of each executive director and other senior executives including performance related pay.
- 8.11 In determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the Combined Code on Corporate Governance and associated guidance.
- 8.12 Review and note annually the remuneration trends across the company.
- 8.13 Oversee any major changes in employee benefits structures throughout the company.
- 8.14 Agree the policy for authorising claims for expenses from the Chief Executive and Chair of the Board.

- 8.15 Ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled.
- 8.16 Ensure that all remuneration matters are approved by DCMS or the Treasury as appropriate and comply with the Management Agreement and Managing Public Money.
- 8.17 Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.
- 8.18 Obtain reliable, up-to-date information about remuneration in other companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

9. Reporting Responsibilities

- 9.1 The Committee Chair shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall produce an annual report of the company's remuneration policy and practices which will form part of the company's annual report.

10. Other

- 10.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

11. Authority

- 11.1 The Committee is authorised by the board to seek any information it requires from any employee of the company in order to perform its duties.
- 11.2 In connection with its duties the Committee is authorised by the board, at the company's expense:
- to obtain any outside legal or other professional advice; and
 - Within any budgetary restraints imposed by the board, to appoint remuneration consultants, and to commission or purchase any relevant reports, surveys or information which it deems necessary to help fulfil its duties.



Philip Bunt
Chief Operating Officer
18 July 2019