

Terms of Reference – Remuneration Committee

Purpose

1. The purpose of this committee is to oversee the remuneration policy Remuneration includes pay, pension, benefits and terms and conditions.
2. The Committee also has a role to support the Chair of the Board in recruiting the CEO and providing support to the CEO, where required, in the recruitment of Executive Directors.
3. In the case of Board members, any changes to the overall terms and conditions will need to be referred to the Sponsor Unit at Welsh Government by the Remuneration Committee.
4. The Committees recommendations must be agreed by the Board before any action is taken, other than the Pay Policy which the Board has delegated to the Committee.

Role

5. The role of the committee is to advise the Board on:
 - a. The determination of any proposals to changes in the overall terms and conditions for staff. (No staff member shall be involved in any decisions as to their own remuneration);
 - b. Reviewing the ongoing appropriateness and relevance of the remuneration policy
 - c. Determination of any proposed changes to the policy and scope of staff pension arrangements;
 - d. The policy in relation to major changes in employee benefits structures throughout the organisation CEO and Executive Director pay, pension, benefits and terms and conditions;
 - e. The recruitment of the CEO, in conjunction with the Chair of the Board. . This should include succession planning;
 - f. Any deviation from policy, ensuring that contractual terms on termination, and any payments made, are fair to the individual, and the organisation, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
 - g. Formally review the remit of the Committee annually and on an ongoing basis informally.

In fulfilling the roles above, the committee will consider all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the Corporate Governance Code and associated guidance.

Delegated Authority

6. The Board has delegated approval of the Pay Policy to the Committee.
7. It is the judgement of the Committee to determine anything novel, contentious or of particular national significance that therefore requires Board approval and should also be reported to Welsh Government.

Membership and Attendance

8. The Members of the Remuneration are:
 - David Jones, Chair of the Committee / Chair of the Board
 - Robert Lloyd Griffiths, Board Member
 - Caroline Burt, Board Member
 - Ellen Donovan, Board Member
9. The CEO and Executive Director Corporate Resources should attend and assist the committee but will not be members of the committee. Other members of staff may also be required to attend assist the Committee in the discharge of its duties, for example the Head of HR. The remaining membership may vary dependant on the skills and knowledge required. A legal advisor may be co-opted onto the committee, if needed, in addition to its ordinary membership.
10. The quorum for the Remuneration Committee meetings will be three members.

Support

11. The committee will be supported by the Head of Corporate Governance who will be the committee's main liaison with the organisation, administer the secretariat, facilitate committee induction, and provide advice and information to committee members at and between meetings, ensuring that effective arrangements are made for ordinary and special meetings. The Head of Corporate Governance will also administer new/re-appointments of all of Qualifications Wales' committee members and representatives on external committees/groups.

Modus Operandi

12. The Committee will receive reports as appropriate, for example from the organisation's Chief Executive Officer, Executive Director Corporate Resources and Head of HR. It will report to the Board via its minutes (presented by the Chair of the Committee to the Board), and regular reporting.
13. The Chair of the Committee
14. It is proposed that this committee will meet a minimum of once per year and will report to the Board. The Committee may operate and meet ex committee where appropriate to fulfil its business.

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