



ORCHARD COMMUNITY TRUST

REMUNERATION AND REVIEW COMMITTEE

TERMS OF REFERENCE

1 MEMBERSHIP

1.1 The membership of the Remuneration and Review Committee shall consist of the Chair and Vice Chair of the Board and 1 or 2 members as elected by the Trust Board, and should be members of the Standards and Quality or Finance Committees. There shall be a maximum of 4 members and minimum of 3.

1.2 Members of the Remuneration Committee shall be appointed by the Board of Trustees and membership reviewed annually.

1.3 The Chair of the Board shall be the Chair of the Remuneration Committee.

1.4 The Senior Executive Lead (SEL) may be a member of the Committee only when remuneration or performance of the SEL is not being considered. Any other employee shall not be a member of this Committee.

1.5 An independent adviser shall be appointed for the performance appraisal of the Senior Executive Lead together with members of the Remuneration and Review Committee and Chief Finance Officer, together with the SEL, Chair and one other member of the Remuneration and Review Committee.

2 ACCOUNTABILITY AND PURPOSE

2.1 The Remuneration and Review Committee (The Committee) is responsible to the Board of Trustees. The main purpose of the Committee is to be responsible for assessing the effectiveness of the Senior Executive Lead in the context of the established strategic priorities of the Trust and reviewing their remuneration in the light of this, and the process of review for other core staff members in conjunction with the SEL.

2.2 The Chair of the Committee will be responsible for giving an oral summary of the Committee's deliberations where necessary at meetings of the Board.

2.3 The Committee will deal with such remuneration matters as may from time to time be referred to the Committee for consideration or approval.

2.4 The Committee has the authority to investigate any activity within its terms of reference.

2.5 The Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit and all officers of the Trust shall be directed to co-operate with any request made.

2.6 The Committee will also review its own effectiveness and these terms of reference on an annual basis and report any outcome and make any recommendations to the Trust Board.

2.7 A clear schedule of work will be established and agreed by the Committee and included in the Board's forward plan.

3. RESPONSIBILITIES OF THE COMMITTEE

3.1 The recruitment and recommendation for the appointment of the Senior Executive Lead (SEL) As required

3.2 To recommend the pay of the CEO to the Board.

3.3 To carry out the performance appraisal of the Chief Executive Officer, including:

- the consideration of the CEO's achievement of the previous year's key objectives;
- the agreement of objectives for the following year and how these will be measured;
- the recommendation to the Board of an overall rating of the SELs performance for the past year.
- Dermination of whether the outcome of the appraisal meets the criteria for a pay progression within criteria determined by the Trustees through their committee structure as appropriate.

3.4 To select an independent, skilled and experienced adviser to advise the Committee when undertaking the appraisal of the SEL.

3.5 To take advice from the external adviser when agreeing objectives and reviewing the SEL's performance.

3.6 To approve any performance pay increases for executive posts recommended by the SEL.

3.7 To quality assure the performance appraisal and development system for central staff by reviewing an anonymised completed performance, appraisal and development form annually.

4. MEETINGS AND QUORUM

4.1 The Committee shall meet at least twice each year to consider matters arising from its terms of reference, or matters placed on the agenda at the request of the Board of Trustees or of the Chair or any member of the Committee. Further meetings may be convened as required.

4.2 In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

4.3 The Committee may invite attendance at meetings from persons who are not Directors or Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

4.4 The quorum for meetings shall be 3 members.

4.5 A register of attendance shall be kept for each Committee meeting, reported to the Company Secretary and published annually.

4.6 All meetings shall be conducted to an agenda approved by the Chair.

4.7 The agenda of each meeting shall be prepared by the Chair and circulated together with all relevant agenda papers to all members of the Committee normally at least seven days before each meeting.

4.8 Trustees should ensure that any pecuniary or conflicts of interest are declared at each meeting by everyone present.

4.9 Matters of a sensitive or confidential nature are likely to be to be discussed at all

meetings of this Committee and all agendas will therefore be confidential. Details and papers of such agendas shall not be circulated unless the circumstances which caused them to be considered sensitive or confidential no longer pertain.

5. REPORTING PROCEDURES

5.1 The Chair will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The Clerk or Administration Assistant do not act as clerk to this Committee due to the nature of its responsibilities.

5.2 The minutes of each meeting shall be circulated to members of the Committee only and held by the Chair of the Committee.

Agreed at Trustee Board Meeting on

Date of Review – July 2020