

Item 6iii, Annex D

Draft

Remuneration and Appointments Committee

Terms of Reference

Purpose

The purpose of the Committee is to ensure that the remuneration and reward package offered to all staff, non-executives and advisers is reviewed and updated appropriately. The Committee also provides advice to the Board and Executive about the recruitment and extension of appointments for all non-executives and advisers (including statutory committee members).

Duties

Staff

- To review and determine the principles and policies governing the pay and reward of ARB's staff.
- To review and advise the Board regarding the pay and reward package of the Registrar/Chief Executive.
- To consider and agree the annual cost of living increase awarded to staff.
- To receive information about movements in the external pay and reward market affecting the recruitment and retention of ARB's staff, which may include an external review of the pay and reward package offered, and advise the Board and Executive accordingly.
- To receive an annual report on how the policies governing pay and reward are being adhered to.
- To consider regular reports about HR matters from the Chief Executive.

Non-Executives and advisers

- To advise the Board annually on the remuneration of all non-executives and advisers, including travel and subsistence payments.
- To advise the Board about the recruitment and re-appointment of all non-executives and advisers (including statutory committee members).
- To monitor the performance of advisers retained to advise the Board on benefit provisions.

- To advise the Board about performance review processes for all non-executives and advisers.

Board Appointments

- To advise the Board in the event that it needs to appoint a temporary member of the Board in line with General Rules.
- To advise the Board in the event that it needs to appoint a temporary Chair in line with the General Rules.

Membership

The members of the Committee shall be appointed by the Board and shall consist of the following:

- Three Board members, one of whom will be appointed as Chair

Two lay Board members and one architect Board member should sit on the Committee.

The Board may also appoint one additional external member to supplement the Committee's skills base and/or provide an additional independent perspective.

A member of the Executive should act as secretary to the Committee.

Other regular attendees at the Committee are:

- Registrar and Chief Executive
- Relevant members of the Operational Management Group

The Committee may ask any other member of staff, or such others as may be appropriate, to attend to assist it with its discussions on any particular matter.

Quorum

The quorum of the Remuneration and Appointments Committee should not be less than half the number of members of the Committee.

Meetings and Procedures

The Committee will meet up to four times per year.

Reporting Requirements

The minute taker, who will be a member of the Executive, will circulate the minutes to the next Board meeting. The Chair will provide an annual report on the Committee's work to the Board.

Papers and Agendas

The Executive shall circulate the agenda and papers five working days before each meeting. The minute taker will circulate the minutes of all meetings to both the members and attendees of the Committee, once they have been approved by the Chair.

Conflicts of Interest

Any member or attendee of the Committee who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee should give prior notification to the Chair and the Registrar and Chief Executive or if this is not possible, declare this at the meeting and, where necessary, withdraw during the discussion of the relevant agenda item.