

# Terms of Reference



Item 7 - Annex A

## Remuneration and Appointments Committee

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## Purpose

The purpose of the Committee is to consider, and provide advice and recommendations to the Board on, sStrategic human resource issues, including appointment, performance, remuneration and removal of the Chief Executive, all non-executives 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)-and advisers, and to approve the remuneration and reward package offered to staff.

## Duties

### Staff

- To review and determine the principles and policies governing the pay, incentivisation and other aspects of the total reward package 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 consider and agree the annual cost of living increase awarded to staff, and any awards for incentivisation.
- To receive an annual report on how the policies governing pay and reward are being adhered to.
- To provide advice about the HR strategy and receive and consider regular reports about progress and other HR matters from the Chief Executive.
- ~~To consider regular reports about HR matters from the Chief Executive.~~

### Chief Executive

- To consider and make recommendations to the Board (in accordance with Section 2 of the Architects Act) for the appointment, and where necessary, the performance management and removal of the Chief Executive.
- To review, advise and make recommendations to the Board regarding the pay, incentivisation and total reward package of the Chief Executive.

## Non-Executives and advisers

- To advise and make recommendations to the Board at least annually ~~about~~ the remuneration of all non-executives and advisers, including travel and subsistence payments.
- To advise and make recommendations to 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 and make recommendations to the Board about performance review processes for all non-executives and advisers.

## Board Appointments

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

## Strategic HR advice

- To provide strategic and confidential advice to the Chief Executive in the event that this is required.

## 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, and review the performance of the independent member.

### **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.