

## **Nominations & Remuneration Committee (“the Committee”)**

### **Terms of Reference**

March 2022

#### **1. Purpose**

- 1.1. The Committee leads the process for appointments to the Board of Trustees of Turn2us (“the Charity”) and its subsidiaries and Committees ensuring orderly succession to governing body and senior management positions and overseeing the development of a diverse pipeline for succession. The Committee recommends to the Board policy on staff and executive remuneration and benefits.

#### **2. Authority**

- 2.1. The Committee is a Standing Committee of the Board of Trustees (“the Board”) of the Charity acting under its instructions, policies and at all times in accordance with the Charity’s Articles of Association. It reports to the Board as outlined in these terms of reference.

#### **3. Tasks & Responsibilities**

- 3.1. Lead on the appointment and succession planning of Trustees (in accordance with the open and competitive processes set out in the Charity’s policies) and recommend suitably qualified individuals for membership of the Board of Trustees.
- 3.2. Review the composition of the Board annually to ensure an appropriate balance of skills, attributes, and ability, in accordance with the established Board Effectiveness Review process.
- 3.3. Lead the succession planning process for appointing trustees to the standing committees, and for the appointment of the Board Chair; the Deputy Chair and the Honorary Treasurer and make recommendations to the Board for approval.
- 3.4. Assist the Board in the recruitment and succession planning of the Charity’s Chief Executive.

- 3.5. Set the remuneration policy framework for the Charity and make recommendations to the Board for approval on the remuneration of the Charity's Chief Executive and senior staff.
- 3.6. Exercise oversight of the Charity's HR matters and review of associated policies.
- 3.7. Exercise oversight of the Charity's Policy Index so as to provide assurance to the Board that all policies are being reviewed and updated on an appropriate basis.

#### **4. Powers and Limitations**

- 4.1. Under delegated authority, the Committee may agree the remuneration of the Directors of EFHL as recommended by the EFHL Board.

#### **5. Membership of the Committee**

- 5.1. The Committee will comprise three Trustees and the Chair of EFHL's Board.
- 5.2. Members of the Committee will be appointed by the Board on the recommendation of the Nominations and Remuneration Committee (NRC) and in consultation with the Committee Chair.
- 5.3. A Trustee or employee who is appointed to the Committee shall remain a member of the Committee until such point as they cease to be a Trustee or employee at which point their term of office on the Committee shall terminate immediately.
- 5.4. The Committee Chair is appointed by the Board and is normally the Chair of the Board, or in their absence, the Deputy Chair.

#### **6. Meetings**

- 6.1. The annual schedule of meetings will be presented for approval at least six months in advance of the first meeting.
- 6.2. The Committee will be attended by the Chief Executive of the Charity, except when his or her salary is under discussion.
- 6.3. Relevant senior directors may be invited to attend all or part of any meeting

when required.

- 6.4. No Director may be involved in any decisions as to their own remuneration.
- 6.5. The Committee reserves the right to meet in closed session without the Executive from time to time.
- 6.6. A quorum requires two trustee members of the Committee, one of whom must be the Chair or their nominated deputy. Decisions may not be taken at any meeting that is not quorate.
- 6.7. Meetings may be held in person or virtually (with members attending via virtual means) as a mixture of the two ("hybrid meetings").
- 6.8. Urgent decisions may be made via email or an online platform provided a quorum of members is present.

## **7. Secretarial Arrangements**

- 7.1. The Board Secretary or his or her nominee ("the Secretary") acts as the Secretary of the Committee. The Secretary will call meetings of the Committee at the request of the Committee Chair.
- 7.2. Unless otherwise agreed, the Secretary will ensure the Committee, and any other person invited to attend, receives notice of each meeting confirming the venue, time and date, together with an agenda of items and supporting papers, no later than one week before the date of the meeting.
- 7.3. The Secretary will minute the proceedings and resolutions of all committee meetings (both open and closed sessions), including the names of those present and in attendance.
- 7.4. Draft minutes of each Committee meeting will be approved by the Chair and then distributed to Committee members within ten working days of that meeting. The draft minutes are agreed and approved at the next Committee meeting.
- 7.5. Committee meeting minutes will be included in the papers of the next Board meeting. The minutes will be marked as 'Draft' if the next Board meeting occurs

before the next Committee meeting at which the minutes would have been approved.

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## **8. Reporting to the Board**

- 8.1. The Committee Chair will report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2. The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **9. Other Matters**

The Committee will:

- 9.1. Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required, and to external advice, subject to the financial limits set down by the Charity
- 9.2. Arrange for periodic reviews of its own performance, constitution and terms of reference at least annually, to ensure it is operating at maximum effectiveness, and recommend to the Board any proposed changes to be included in the next triennial governance review.

## **10. Related documents**

- 10.1. Turn2us Articles of Association
- 10.2. Board of Trustees Terms of Reference
- 10.3. Trustee Role Description
- 10.4. Turn2us Trustee Appointment and Induction Policy
- 10.5. Turn2us Nominations and Remuneration Committee Chair Role Description
- 10.6. Schedule of Matters Reserved for the Board