

REMUNERATION AND APPOINTMENTS COMMITTEE

Terms of Reference

1. Constitution

- 1.1** The Board hereby resolves to establish a Committee of the Board to be known as the Remuneration and Appointments Committee.

2. Membership

- 2.1** The members of the Committee will be appointed by the Board from amongst the Non-Executive Directors of TPAS, and will consist of not less than three members. While a member of this committee, no member of the committee will be able to serve on the Audit and Risk Management Committee.
- 2.2** One of the members will be appointed Chairman of the Committee by the Board. If he/she is absent from the meeting, the remaining committee members will appoint from amongst themselves a person to chair the meeting. All members will be appointed for a three year term, which can be extended for up to a maximum further three years

3. Authority

- 3.1** The Committee is authorised by the Board to review and approve any activity within its terms of reference. In so doing, the committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this is necessary within an overall budget of £5,000 per project.

4. Meetings and Quorum

- 4.1** The committee shall meet regularly at least two times in each financial year. The Chairman of the Committee may convene additional meetings as considered necessary.
- 4.2** Two members of the Committee will comprise a quorum for the transaction of business

5. Attendance

- 5.1** The Chairman and Chief Executive may attend meetings but will not be members of the committee. The Committee may require any member of staff to attend meetings as it deems appropriate.
- 5.2** The Committee may ask any or all of those who normally attend and who are not members of the Committee, to withdraw to facilitate open and

frank discussion of particular matters. No attendee should be present for discussion of his/her own remuneration and conditions of service.

6. Administration

- 6.1** The agenda and meeting papers should be issued to members at least seven calendar days prior to the meeting.

7. Secretarial

- 7.1** Committee secretary support will be provided by a member of the Director of Administration's team.
- 7.2** The Secretary shall minute the proceedings and resolutions of all Committee meetings including the names of those present and in attendance.
- 7.3** Minutes of every Committee meeting shall be circulated to all members of the committee.

8. Reporting

- 8.1** The Committee will report back to the Board after each meeting.
- 8.2** The Committee shall report on its activities, to the extent that it can, without breaching confidentiality, in the TPAS Annual Report and Accounts.

9. Responsibilities

- 9.1** The Committee shall
- Determine the terms of service and in consultation with the Chairman of TPAS, the setting of performance objectives, the appraisal of performance, and the remuneration, including any annual pay award/ performance bonus, of the Chief Executive. In doing so, it will take account of pay remits and any agreements entered into with DWP.
 - Approve proposals for the setting of performance objectives, pay awards (annual or otherwise) and performance bonuses for the two TPAS Executive Directors.
 - Approve the procedures/policies and any changes in procedure/policies for TPAS staff for
 - the setting of performance objectives
 - the appraisal of performance
 - the payment of performance bonuses
 - the scale rates applicable to the various grades within TPAS
 - the recruitment process (ensuring where possible that TPAS employs a diverse mix of staff from a variety of backgrounds); and
 - any other remuneration strategies and policies.

- Approve TPAS's employment policies and their revision from time to time.
- Approve the annual pay remit for submission to DWP.
- Where appropriate in consultation with DWP, advise the board on proposals for the annual remuneration for the Chairman and Directors of the Board.
- Where appropriate in consultation with DWP, approve the recruitment process for the Chairman/ Directors/Chief Executive/Executive posts, when a vacancy arises.
- Approve succession planning policy including those staff proposed for management succession.
- Approve the remuneration report in the TPAS Annual Report and Accounts, ensuring it fulfils all the disclosure requirements.
- On behalf of the board, conduct the appeal process in respect of disciplinary, pay or other employment matters relating to the Chief Executive and the Executive Directors in respect of any decision made by the Chairman of TPAS in respect of these posts.
- Periodically review Board Code of Conduct and other relevant TPAS policies.

10. Review

- 10.1** The Committee terms of reference will be subject to annual review. Proposals for amendment to the terms will be submitted to the Board for formal approval.