

# Remuneration & Nominations Committee

## Terms of reference

### General

Unlike the other committees, the Remuneration & Nominations Committee has no annual schedule of meetings and meets as and when required; usually every six months. Only Non Executive Directors are eligible to serve on the Committee in relation to the remuneration elements of its remit (see below).

### Terms of Reference

#### Remuneration

The role of the Committee is to:

- undertake an annual review of management salaries by considering the Chief Executive's recommendations regarding gradings and personal assessments;
- determine, and authorise on behalf of the Board, senior management salaries;
- approve and report to the Board the outcome of all reviews relating to revisions of salary scales, and staff remuneration generally, including bonus schemes;
- undertake an annual review of Non Executive Directors' fees and make appropriate recommendations to the Board;

#### Nominations

- whenever a vacancy for a Non Executive Director occurs, seek and review possible candidates for presentation to the Board for its consideration;
- review the individual performance of Non Executive Directors and make appropriate recommendations to the Board from time to time.

### Committee

- Laurie Edmans (Chairman)
- Mike Arnold
- Chris Evans\*
- Moira Siddons
- William Proby

\* Nominations only



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