

## Our committees

Updated 28 September 2023

### Remuneration committee

#### Members

- [Ann Harrison](https://upgrade.sra.org.uk/sra/how-we-work/our-board/board-members/members/ann-harrison/1) [<https://upgrade.sra.org.uk/sra/how-we-work/our-board/board-members/members/ann-harrison/1>] - chair
- [Elizabeth Smart](https://upgrade.sra.org.uk/sra/how-we-work/our-board/board-members/members/elizabeth-smart/1) [<https://upgrade.sra.org.uk/sra/how-we-work/our-board/board-members/members/elizabeth-smart/1>] - member
- [Nicola Williams](https://upgrade.sra.org.uk/sra/how-we-work/our-board/board-members/members/nicola-williams/1) [<https://upgrade.sra.org.uk/sra/how-we-work/our-board/board-members/members/nicola-williams/1>] - member

#### Terms of reference

##### Purpose

The Remuneration Committee is a committee of the Board of Directors of the SRA (the Board).

The role of the Remuneration Committee is to advise the Board on policies relating to the remuneration of non-executive Board Members, the Executive Team and the wider workforce.

Policies should be designed to promote the values and standards of the organisation and to support the sustainable delivery of its strategic objectives.

For the avoidance of doubt, neither the Board Chair nor any other director, will be involved in decisions which relate solely to their individual remuneration package. To the extent that Committee members are involved in discussions or decisions regarding policies or processes which affect their role or remuneration, these must be objective and evidence-based and reasons must be fully reflected in the minutes.

##### Duties

##### Remuneration, terms and conditions of the Board of Directors

- to determine and to keep under review the policy for Board directors' remuneration
- to advise the Board on the total individual remuneration package for the Board Chair
- to advise the Board Chair and CEO on the total individual remuneration package for non-executive directors (including any



additional provision for the Senior Independent Director and committee Chairs)

- to determine the performance management and appraisal framework for Board directors.

#### **Remuneration, terms and conditions of the Executive**

- to determine the pay policy, terms and conditions and remuneration framework for the Chief Executive and the senior management team and ensure that they are consistent with those for the wider workforce
- to agree the remuneration of the CEO and review the remuneration of new members of the senior management team with the CEO
- to determine the performance management and appraisal framework for the Chief Executive and senior management team, and ensure that any award of bonus and incentive payments take place within the agreed framework.

#### **Decision-making**

The Committee shall normally meet up to four times a year.

The Committee shall be comprised of a minimum of three members who shall be members of the SRA board, and shall generally sit with the Chief Executive of the SRA and its Executive Director of Resources in attendance.

Quorum for the Committee shall be three members. If it is not possible for the Committee to sit with three members, decisions can be taken in principle at the meeting if ratified by the third member afterwards.

#### **Review**

The Committee shall, at least annually, review its own performance, constitution and terms of reference and recommend any changes it considers necessary to the Board for approval.

#### **Reporting**

The Committee shall provide an annual report to the Board on the work it has carried out in the period, and the results of its review of its performance, constitution, and terms of reference as above. The Committee shall provide a description of its work in the annual report, including information in line with legal and regulatory requirements.

A summary of this report will be included in the annual report and accounts.