

Nomination and Remuneration Committee – Terms of Reference

The Nomination and Remuneration Committee is responsible for ensuring the composition of the CGIUKI Board (the Board), is fit for purpose, for the nomination of CGIUKI President and Vice-Presidents and to make recommendations to the Board on changes to its structure, size and composition and the membership of its standing committees and its subsidiary companies. It is also responsible for ensuring the process to appoint the Chief Executive is fair, open and transparent and for approving its annual remuneration package; and with the Chief Executive's advice, review the remuneration arrangements of the Senior Management Team (Executive Team) and succession planning.

1. Membership

- 1.1. The CGIUKI President, the Immediate Past President, one Vice-President and up to two other Board members.
- 1.2. Members of the Committee, other than the CGIUKI President and the Immediate Past President, shall be elected by the Board on the recommendation of the Nomination Committee .
- 1.3. Appointments to the Committee shall be for a period of up to three years, which may be extended, subject to Board approval, for up to one additional three-year period.
- 1.4. Only members of the Committee have the right to attend committee meetings. However, other individuals, such as the Chief Executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.5. The Board shall appoint the Committee Chair who will be either the CGIUKI President or the Immediate Past President. The CGIUKI President shall not chair the Committee when it is dealing with the matter of its succession.

2. Secretary

- 2.1. The Head of Secretariat or her/his deputy shall act as the secretary of the Committee

3. Quorum

- 3.1. The quorum of the Committee at any meeting shall be two members one of whom should be a Board member who is not the CGIUKI President or the Vice President.
- 3.2. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee

4. Frequency of meetings

- 4.1. The Committee shall meet at least once a year and otherwise as required.
- 4.2. Meetings can be held by electronic means.
- 4.3. Decisions can be made by the Committee by written resolution.

5. Notice of meetings

- 5.1. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair.
- 5.2. Unless otherwise agreed, notice, agenda and papers shall be forwarded no later than five working days before the date of the meeting.

6. Minutes of meetings

- 6.1. The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 6.2. The Chair and Committee members shall disclose the existence of any conflicts of interest, at the beginning of each meeting, and the secretary shall minute them accordingly.
- 6.3. Minutes of committee meetings shall be circulated within five working days to the Chair of the Committee and within 10 days to all members of the Committee

7. Duties

7.1. The Committee shall:

- 7.1.1. Regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board about any changes
- 7.1.2. Give full consideration to succession planning taking into account the challenges and opportunities faced, and what skills and expertise are therefore needed on the Board in the future
- 7.1.3. Be responsible for identifying and nominating for the approval of the Board candidates to fill casual vacancies as and when they arise.
- 7.1.4. Evaluate the balance of skills, knowledge and experience of each sub-committee before any nomination for election is made. In the light of this evaluation, where necessary, prepare a description of the role and capabilities required for the relevant sub-committee and ensure that arrangements are in place to promote the opportunity to the CGIUKI membership. In identifying suitable candidates the committee shall:
 - 7.1.4.1. Consider candidates from a wide range of backgrounds, being mindful of principles of equality and inclusion
 - 7.1.4.2. Consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.
- 7.1.5. Review annually the time commitment from Board members
- 7.1.6. Ensure that on election to the Board, members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings
- 7.1.7. When necessary, review the results of the performance evaluation process that relate to the composition of the Board and succession planning.
- 7.1.8. Set and publish the process to identify suitable candidates to become Institute appointed trustees to the Chartered Secretaries Charitable Trust.
- 7.1.9. Ensure that an appropriate remuneration policy for all staff is in place.
- 7.1.10. Annually review the Chief Executive annual total individual remuneration package, informed by annual performance appraisals, and approve any changes required, taking account of benchmarking data.
- 7.1.11. As required, appoint and instruct a professional firm to identify appropriate candidates for the Chief Executive position, agree the interview panel for its appointment and make a recommendation to the Board on the preferred candidate;
- 7.1.12. Consider reports on Executive Team succession from the Chief Executive
- 7.1.13. Ensure that appropriate arrangements are in place for the oversight of the CGIUKI's stakeholder pension scheme.

7.2. The Committee shall make recommendations to the Board concerning:

- 7.2.1. The nomination of President and Vice-Presidents for appointment by the Board
- 7.2.2. Membership of the Board's committees, in consultation with the Chairs of those committees.
- 7.2.3. Changes to the board composition of the subsidiaries, in consultation with the Chief Executive
- 7.2.4. The remuneration and benefits package for the CEO on its appointment.

7.3. On recommendation from the Chief Executive, the Committee shall agree on senior staff remuneration and other general staff benefits where these fall outside the Scheme of Delegation approved by the Board.

7.4. The Committee shall be aware of the remuneration policy and arrangements for other staff, particularly other Senior Management Team

8. Reporting responsibilities

The Committee Chairman or their alternate shall:

- 8.1. Report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities
- 8.2. 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 shall:

- 9.1. Have access to sufficient resources in order to carry out its duties, including access to staff as reasonably required
- 9.2. Resources shall include an agreed provision to facilitate at least once a year, review its performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval

10. Authority

- 10.1. The Committee acts under delegated authority from the Board and is authorised to:
- 10.2. Seek any information it reasonably requires from any member of the Executive Team in order to perform its duties
- 10.3. Obtain, at the Group's expense, outside legal or other professional advice on any matter within its terms of reference. Any excess expenditure required to be agreed with the Chief Executive and the CGIUKI President.