

REMUNERATION, APPOINTMENTS AND APPEALS COMMITTEE

# Terms of Reference





## 1. Purpose

To provide objectivity in remuneration and appeals processes, and to support the processes around recruitment and selection both for Board members and for the IS Chief Executive and Heads of Service.

## 2. Membership and Attendance

The Committee is appointed by The Board and will comprise a Chair and two other members.

All members of The Committee shall be directors of the company or co-opted by directors of the company.

The Committee shall be chaired by the Chair of the IS Board. In the absence of The Committee Chair, the remaining members present shall elect one of their number present to chair the meeting.

The term for The Committee Chair and member of The Committee shall be a maximum of three years and restricted to two terms.

The Committee may ask the Chief Executive, HR Advisers and any relevant senior management to attend meetings either regularly or by invitation, but the invitees have no right of attendance.

## 3. Secretary

The Company Secretary or their nominee shall act as the Secretary of The Committee.

## 4. Quorum

The quorum necessary for the transaction of all authorities, powers and discretions vested in The Committee shall be two members.

## 5. Frequency of Meetings

The Committee shall meet as and when required. Meetings will be arranged allowing at least 10 working days prior to a Board Meeting where any decisions by the Board are required.

## 6. Notice of Meetings

The Chair of The Committee shall summon meetings of The Committee and shall consider any such requests of any member thereof.

Notice of each meeting confirming the venue, time and date together with an agenda of items, to be discussed, shall be forwarded to each member of The Committee and any other person required to attend. Members of The Committee shall, at the same time, receive the working papers for that meeting. Notices of meetings and papers will be normally by circulated at least 5 working days prior to the date of the meeting.

## 7. Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all meetings of The Committee, including recording the names of those present and in attendance.

The Chair should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of Committee meetings shall be circulated promptly to all members of The Committee and to the Chair and made available to members of the Board on request.

## 8. Duties

### Remuneration

- ▶ Setting the remuneration and terms and conditions of employment for the Chief Executive and Heads of Service. The Chief Executive and Heads of Service shall not be involved in any decisions relating to their own remuneration or terms and conditions of employment.
- ▶ Keeping under review the remuneration and terms and conditions of employment for the Chief Executive and Heads of Service, including obtaining reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. To help it fulfil its obligations, the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the company but within any budgetary restraints imposed by the Board.
- ▶ Establishing the selection criteria, and then selecting, appointing and setting the terms of reference for any remuneration consultants who advise The Committee.
- ▶ Overseeing any major changes in employee benefits as they relate to the Chief Executive and Heads of Service.
- ▶ Setting potential Board remuneration level(s) for independent external Board members, in the event the Board decides to co-opt/recruit independent external Board members.

## Appointments - Executives

- ▶ Forming the recruitment panel for the Chief Executive post, along with all other IS Board members.
- ▶ Forming the recruitment panel for the Heads of Service posts, along with the Chief Executive.
- ▶ Appointing recruitment consultants, where deemed to be necessary, to support the Chief Executive and/or Heads of Service recruitment process at the expense of the company, but within any budgetary restraints imposed by the Board.
- ▶ Establishing the selection criteria and then selecting, appointing and setting the terms of reference for any recruitment consultants.

## Appointments – Board

- ▶ Keeping under review the structure, size and composition the Board and making recommendations to the Board with regard to any changes.
- ▶ Forming the appointments panel for independent external Board members, in the event the Board decides to co-opt/recruit independent external Board members.

## Appeals

- ▶ Considering and making decisions on appeals from employees in relation to disciplinary and grievance decisions. This will include:
  - Considering and deciding whether individual appeals have established grounds for appeal according to Company policy. Gathering further evidence at the appeal hearing and deciding, on the basis of that information, whether an appeal should be upheld or rejected.

## 9. Reporting Responsibilities

Following any meeting of The Committee, The Committee Chair shall report formally to The Board the deliberations, decisions and any concerns expressed at the meeting. The Committee shall make whatever recommendations to The Board it deems appropriate.

## 10. Other Matters

The Committee should, on a regular basis, review its constitution and terms of reference to ensure it is operating at maximum effectiveness. Following such a review, the Committee shall recommend changes to the Terms of Reference to the Board of Director's for approval.

## 11. Authority

The Committee is authorised:

- ▶ to seek any information it requires from any employee of the company in order to perform its duties;
- ▶ to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference; and
- ▶ to call any member of staff to be questioned at a meeting of The Committee as and when required.

Improvement Service  
West Lothian Civic Centre  
Howden South Road  
Livingston, EH54 6FF

Tel: 01506 282012  
Email: [info@improvementservice.org.uk](mailto:info@improvementservice.org.uk)  
[www.improvementservice.org.uk](http://www.improvementservice.org.uk)