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#### Purpose

1. The purpose of the Remuneration Committee (the Committee) is to oversee the remuneration policy. Remuneration includes pay, pension, benefits and terms and conditions.
2. The Committee also has a role to support the Chair of the Board in recruiting the Chief Executive and providing support to the Chief Executive, where required, in the recruitment of Executive Directors.
3. In the case of Board members, any changes to the overall terms and conditions will need to be referred to the Sponsor Unit at Welsh Government by the Remuneration Committee.
4. The Committee's recommendations must be agreed by the Board before any action is taken, other than the Pay Policy which the Board has delegated to the Committee.

#### Role

5. The role of the Committee is to advise the Board on:
  - a. The determination of any proposals to changes in the overall terms and conditions for staff. (No staff member shall be involved in any decisions as to their own remuneration);
  - b. Reviewing the ongoing appropriateness and relevance of the remuneration policy
  - c. Determination of any proposed changes to the policy and scope of staff pension arrangements;
  - d. The policy in relation to major changes in employee benefits structures throughout the organisation, Chief Executive and Executive Director pay, pension, benefits and terms and conditions;
  - e. The recruitment of the Chief Executive, in conjunction with the Chair of the Board. This should include succession planning;
  - f. Any deviation from policy, ensuring that contractual terms on termination, and any payments made, are fair to the individual, and the organisation, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
  - g. Formally review the remit of the Committee annually and on an ongoing basis informally.
6. In fulfilling the roles above, the Committee will consider all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the Corporate Governance Code and associated guidance.
7. The Committee should be aware of its distinct role and ensure it operates within its own Terms of Reference, not seeking to perform the role of other committees, or the Board.

## **Delegated Authority**

8. The Board has delegated approval of the Pay Policy to the Committee.
9. It is the judgement of the Committee to determine anything novel, contentious or of particular national significance that therefore requires Board approval and should also be reported to Welsh Government.

## **Membership and Attendance**

10. The Committee shall be comprised of four Non-Executive Members, one of which will be the Chair of the Qualifications Wales Board.
11. The Head of Corporate Governance should attend and assist the Committee but will not be a member of the Committee.
12. The Chief Executive and Executive Director Corporate Resources may attend and assist the Committee but will not be members of the Committee.
13. Other members of staff may also be required to attend Committee meetings to assist the Committee in the discharge of its duties, for example the Head of HR. The remaining membership may vary dependant on the skills and knowledge required. A legal advisor may be co-opted onto the Committee, if needed, in addition to its ordinary membership.
14. The quorum for Committee meetings will be three members.

## **Support**

15. The Committee will be supported by the Head of Corporate Governance who will be the Committee's main liaison with the organisation, administer the secretariat, facilitate committee induction, and provide advice and information to committee members at and between meetings, ensuring that effective arrangements are made for ordinary and special meetings. The Head of Corporate Governance will also administer new/re-appointments of all of Qualifications Wales' committee members and representatives on external committees/groups.

## **Modus Operandi**

16. The Committee will receive reports as appropriate, for example from the organisation's Chief Executive, Executive Director Corporate Resources and Head of HR.
17. The Committee will report to the Board via a regular Committee Assurance Report which will be presented by the Chair of the Committee to the next meeting of the closed Board following each Committee meeting. Meeting minutes will be made available on request.
18. The Chair of the Committee may approve a committee recommendation or decision to be taken ex-committee, in these circumstances the recommendation or decision will be formally recorded in and ratified at the next meeting of the Committee.
19. It is proposed that the Committee will meet a minimum of once per year and will report to the Board. The Committee may operate and meet ex committee where appropriate to fulfil its business.