

Teachers Assurance Terms of Reference: Remuneration Committee of Teachers Provident Society

1. Purpose

To consider all matters relating to the performance, remuneration, and the terms and conditions of employment for Executive Directors.

To note recommendations from the Executive Directors for the remuneration of Non Executive Directors.

2. Composition

The committee has four members appointed by the Board of TPS. All members are Non Executive directors.

The Committee, through the Chair, may invite other members of the Board to attend meetings or parts of meetings from time to time.

3. Quorum

The quorum necessary for the transactions of business shall be 2. In the event that only two Committee members attend the meeting, neither shall have a casting vote.

4. Frequency of Meetings

The Committee will meet at least twice a year.

5. Key Responsibilities

To note recommendations from the Executive Directors concerning terms and conditions of employment applicable to the Non Executive members of the Board of TPS

To determine the remuneration of the TPS Executive Directors.

To recommend to the Board of TPS the terms and conditions of employment of the Executive Directors.

To provide comment to the Board of TPS on the appropriateness of the policy for employment and remuneration terms being used by the Executive Committee.

To consider whether any payments in respect of PRP or other bonus schemes for the TPS Executive Directors are warranted for the previous year.

To consider the terms and conditions of employment applicable to the TPS Executive Directors.

To consider proposals for Performance Related Pay or other bonus schemes for the TPS Executive Directors.

To review the terms and conditions of employment of the Company Secretary and members of the Executive Committee.

[EN: Other matters needing consideration based upon the responsibilities of the Committee and the reports referred to under section 12 are dealt with at any of the above meetings as is convenient. Where a committee member(s) believes that it is necessary or useful to call for an additional meeting this may be done through the Chair.]

6. Responsibilities

As appropriate, to seek external professional advice in framing recommendations on all aspects of terms, conditions, remuneration, contracts, fees, etc.

[EN: It is not usual to obtain external advice for every review, but it is expected that this is sought every three or four years to confirm internally produced benchmarking.]

To review all matters related to the employment of managers and staff and comment to the Board of TPS as felt appropriate.

To review the remuneration and benefits of the Company Secretary and members of the Executive Committee and if felt appropriate to pass comment to the Board.

The Chair of the Remuneration Committee will attend the AGM and respond to any questions on the Committee's activities.

7. Rules and Regulators Applicable

Not applicable.

8. Subsidiary Boards and Committees

Not applicable.

9. Representation on Subsidiary Boards and Committees

Not applicable.

10. Delegated Responsibilities to Others

Responsibility for the setting of the terms and conditions of employment for members of the Executive Committee, other than the TPS Executive Directors, rests with the Chief Executive and the Chair of the Society.

Responsibility for the setting of the terms and conditions of managers and staff rests with the Chief Executive and Executive Committee.

11. Reserved Matters

Not applicable.

12. Inward Reporting Received

Copies of minutes of the meetings of the Joint Consultation Committee are provided for information.

An annual report of numbers of staff by grade and quartile is provided for information in Q1, together with a report on the salary scales in use.

13. Outward Reporting Required

The Committee is not empowered to make binding decisions. It makes recommendations to the Board of TPS.

The Committee will undertake an annual review of its Terms of Reference and recommend any necessary changes to the Board.

The Committee will undertake an annual review of its effectiveness and recommend any necessary changes to the Board.

14. Office Holders

At its first meeting following the Society's AGM, the Committee shall elect from within its number a member to act as Chair of the Committee. In the event of a tied vote the outgoing Chair is permitted a casting vote.

If at any meeting the Chair of the Committee is unable to be present, those members present shall elect from amongst themselves a Chair to enable the meeting to proceed.

15. Other Matters

The Company Secretary or an appropriate deputy shall act as Secretary to the Committee.

The agenda for meetings is decided in consultation with the Chair.

16. Key Dates

The annual review date of salary scales for all employees of the Society is 1 January.

The review date for terms and conditions of non-executive members of the Committee of Management is 1 January.