

**Barretstown
Nominations & Remunerations Committee
Terms of Reference – updated January 2016**

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least five members: the Chairman, Chief Executive Officer, two Board members and independent advisers.
- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3. The Board shall periodically review the membership of the Committee with a view to ensuring that it remains fit for purpose.
- 1.4. The members of the Nominations Committee shall appoint the Committee Chairman, who shall either be the Chairman of the Board or a Board member. The Chairman will be responsible for updating the Board on behalf of the Committee.
- 1.5. A member of the Committee shall serve a term of three years. Where recommended by the Nominations & Remuneration Committee and agreed by the Board, a member may serve a further term of three years.
- 1.6. Members may not have any financial relationship with the company.
- 1.7. It shall be a requirement of ongoing membership of the Committee that a member attend not less than seventy five percent of all meetings in a calendar year.

2. Secretary

The Committee shall appoint a Secretary who will have responsibility for recording all meetings of the Nominations Committee.

3. Quorum

The quorum necessary for the transaction of business shall be three. 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

The Committee shall meet as often as may be required to ensure that it discharges its duties properly, but in any event not less than twice a year.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chairman of the Committee and unless otherwise

agreed, notice of each meeting confirming the venue time and date, shall be forwarded to each member of the Committee and any other persons required to attend, no later than fourteen days before the date of the meeting.

- 5.2. Agenda and supporting papers shall be sent to Committee members and to other attendees no later than seven days before the date of the meeting.

6. Minutes of Meetings

- 6.1. The Secretary or his/her nominee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated to all members of the Committee.

7. Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

8. Duty as Nominations Committee

- 8.1. The Committee shall:
 - 8.1.1. Regularly review the structure, size and composition (including skills, knowledge and experience) and make recommendations to the Board as to what changes may be needed in order to ensure that the Board is fit for its purpose;
 - 8.1.2. Consider what is required to ensure proper succession planning for the Board, taking into account the challenges and opportunities facing the organisation, and what skills and expertise are therefore needed in the future;
 - 8.1.3. Be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
 - 8.1.4. Before making an appointment, evaluate the balance of skills, knowledge and experience on the Board and agree the preferred profile for a particular appointment;
 - 8.1.5. Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to fulfil the Barretstown mission;
 - 8.1.6. Keep up to date and fully informed about strategic issues and commercial challenges affecting Barretstown;
 - 8.1.7. Ensure that, prior to appointment to the Board, non-executive directors visit Barretstown and meet with members of the Senior Leadership Team;

- 8.1.8. Ensure that all new Board members receive an induction pack including a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement, including what is expected outside Board meetings;
- 8.1.9. Set specific annual objectives for the Committee with reporting dates outlined.
- 8.2. The Committee shall also make recommendations to the Board concerning:
 - 8.2.1. Plans for succession for directors and senior members of the Barretstown executive management and in particular for the key roles of Chairman and Chief Executive Officer;
 - 8.2.2. Suitable candidates for the role of Senior Independent Director;
 - 8.2.3. Membership of Sub-Committees, in particular Standing Committees, in consultation with the Chairmen of those Committees;
 - 8.2.4. The re-appointment of a Board member at the conclusion of his or her specified term of office, having given due regard to his or her performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience expected of a Board member.

9. Duty as Remuneration Committee (Chief Executive Officer will not be present for any meeting concerning his/her remuneration)

- 9.1. The Committee shall:
 - 9.1.1. Within the context of relevant benchmarks (including not for profits) ensure that Barretstown's senior executives are fairly rewarded for their individual contributions to the organisation's overall performance;
 - 9.1.2. Demonstrate that the remuneration policy of Barretstown is set by a Committee whose members have no personal interest in the outcome of their decisions and who will give due regard to all due and proper considerations;
 - 9.1.3. Agree and review the ongoing appropriateness and relevance of Barretstown's remuneration and expenses policy;
 - 9.1.4. Ensure that contractual terms on termination of employment, and any payments made in such circumstances, are fair to the individual and the company;
 - 9.1.5. Be responsible for establishing the selection criteria, and for selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;
 - 9.1.6. Review the employment terms including job objectives of the Chief Executive Officer and his/her direct reports;
 - 9.1.7. Review on an annual basis the HR report prepared by the People and HR Sub-Committee on staff to include remuneration, structure, training and supervision.

10. Reporting Responsibilities

- 10.1. The Committee Chairman shall report to the Board on its proceedings and on all matters falling within its responsibilities. The Committee shall report to the Board in one of three ways;
 - For Information – update the Board but no decision or Board input required
 - For Discussion – input/feedback required from the Board but no decision
 - For Action – decision required from the Board
- 10.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3. The Committee Chairman shall work with the relevant Senior Leadership Team members to assist in the delivery of Barretstown objectives as outlined in the Master Action Plan.

11. Authority

- 11.1. The Committee is authorised to seek any information it requires from the Chief Executive Officer in order to perform its duties.
- 11.2. The Committee is authorised to obtain, at the organisation's expense, outside legal or other professional advice on any matters within its Terms of Reference, subject to the approval of the Board.