Nominations & Remuneration Committee

Terms of Reference
Reviewed and Approved August 2024

Membership
Members of the Committee shall be appointed by the Board of Directors of Barretstown ("Board"). The Committee shall be made up of at least five members: the Chairman, Chief Executive Officer, two Board Members and independent advisers. The Board shall periodically review the membership of the Committee with a view to ensuring that it remains fit for purpose.

A Member of the Committee shall serve a term of four years. Where recommended by the Committee and agreed by the Board, a Member may serve a further term of four years.

Members may not have any financial relationship with the company.

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.

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 four times a year in advance of Board meetings.

Quorum
The quorum for a meeting of the Committee shall be three members present in person or by telephone.

Minutes of Meetings
Minutes of Committee meetings shall be recorded and circulated to all members of the Committee.

Duty as Nominations Committee
- Regularly review the structure, size and composition (including skills, knowledge, diversity and experience) of the Board 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;
- Be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 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;
- Ensure that all new Board and Standing Committee Members are properly inducted into Barretstown, with their induction including a visit to Barretstown

and a comprehensive 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;
- Set specific annual objectives for the Committee with reporting dates outlined;
- Review Membership of Standing Committees, in consultation with the Chairs of those Standing Committees;
- Advise the Board on the re-appointment of Board and Standing Committee Members at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the Board and/or relevant Standing Committee in light of the knowledge, skills and experience expected of a Board/Standing Committee Member;
- Carry out an Annual Effectiveness Review;
- Review of relevant policies and procedures;

1. Recruitment Process

Duty as a Remuneration Committee

(Chief Executive Officer will not be present for any meeting concerning his/her remuneration and will not have any role in the fixing of his/her remuneration).

Within the context of relevant benchmarks (including not-for-profit organisations) ensure that Barretstown's senior executives are fairly rewarded for their individual contributions to the organisation's overall performance.

- Ensure that all other payments to Barretstown employees, whether contractual or non-contractual, are fair to the individual and the company and appropriate for an organisation such as Barretstown;
- Ensure that contractual terms on termination of employment, and any payments made in such circumstances, are fair to the individual and the company;
- Be responsible for establishing the selection criteria, and for selecting, appointing and setting the Terms of Reference for any remuneration for consultants who advise the Committee;
- Discuss, agree and recommend to the Board, the remuneration of the CEO and the Senior Leadership Team, ensuring its appropriateness for the company and benchmark its relevance including within the not-for-profit sector. Review the employment terms including job objectives & performance of the Chief Executive Officer on an annual basis;
- The HR Director is a member of this Committee and provides a quarterly update on matters relating to the remuneration, structure, training and supervision of Barretstown staff;
- Approve the expense policy for Board members.
- To oversee compliance with all employment law and other regulations insofar as they relate to employees of Barretstown, and to support staff engagement and a positive culture aligned to Barretstown values;
- To undertake a specific succession plan for the CEO and the senior management team on an annual basis and share the output with the board for discussion, noting any priority recruitment decisions and/or training & development needs;
- To review any proposal for recruitment at CEO and senior management team level in advance of approval by the board, and set out the terms of reference for any such appointments, for overall consideration and agreement of the Board;

- To determine the selection criteria, engagement terms and appointment of any recruitment agencies to assist the organisation with the appointment process for senior management positions.

Responsibilities

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Authority

The Committee is authorised to seek any information it requires from the Chief Executive Officer in order to perform its duties.

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.