

## **The Children's Mutual**

### **Terms of Reference – Remuneration Committee**

*References to “the Committee” shall mean the Remuneration Committee.*

*References to “the Board” shall mean the Board of Directors.*

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#### **1. Membership**

- 1.1. Members of the Committee shall be appointed by the Board, on recommendation of the Nomination Committee. The Committee shall be made up of at least 3 members, all of whom are independent non-executive directors.
- 1.2. Only members of the Committee have the right to attend and participate in Committee meetings. Other non executive directors may be in attendance at meetings with the agreement of the Chairman of the Committee. However, other individuals such as the Chief Executive, the Head of Human Resources, Society Secretary and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3. The Board shall appoint the Committee Chairman who shall be an independent non-executive director. The Chairman of the Board shall not be Chairman of the Committee.
- 1.4. In the absence of the committee chairman, those committee members attending shall, at the start of the meeting, elect a chairman who shall be an independent non-executive director, for the purpose of that meeting only.

#### **2. Duties**

##### **The Committee shall:**

- 2.1. determine and agree with the Board the framework or broad policy for the remuneration of the company's Chief Executive, Chairman, the executive directors, and such other members of the executive management as it is designated to consider. The remuneration of non-executive directors shall be a matter for the Chairman and the executive members of the Board. No director or manager shall be involved in any decisions as to their own remuneration;
- 2.2. in determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company;
- 2.3. review the ongoing appropriateness and relevance of the remuneration policy;

- 2.4. approve the design of, and determine targets for, any performance related pay schemes operated by the company affecting the CEO, Executive Directors and other executive management and approve the total annual payments made under such schemes;
- 2.5. review the design of all Long Term Incentive Plans for approval by the Board. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors and other senior executives and the performance targets to be used;
- 2.6. determine the policy for, and scope of, pension arrangements for each executive director and other senior executives;
- 2.7. within the terms of the agreed policy and in consultation with the Chairman and/or Chief Executive as appropriate, determine the total individual remuneration package of each executive director and other senior executives including bonuses, incentive payments and Long Term Incentive payments;
- 2.8. in determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the Combined Code and the Annotated Combined Code for Mutuals;
- 2.9. review and note annually the remuneration trends across the company or group;
- 2.10. oversee any major changes in employee benefits structures throughout the company or group;
- 2.11. agree the policy for authorising claims for expenses from the Chief Executive and Chairman;
- 2.12. ensure that all provisions regarding disclosure of remuneration including pensions, as set out in the Directors' Remuneration Report Regulations 2002 and the Combined Code are fulfilled;
- 2.13. be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee: and to obtain reliable, up-to-date information about remuneration in other companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations; and
- 2.14. The Committee shall receive a report from the CEO on changes to remuneration for members of the Management Board. The Committee shall also consult the CEO on changes and improvements to remuneration for other Executive Directors in the CEO's reporting line

### **3. Secretary**

- 3.1. the Head of Human Resources shall act as an advisor to and Secretary of the Committee

#### **4. Quorum**

- 4.1. The quorum necessary for the transaction of business shall be 3. 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.

#### **5. Meetings**

- 5.1. The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require.

#### **6. Notice of Meetings**

- 6.1. Meetings of the Committee shall be summoned by the Chairman of the Committee at the request of any of its members.
- 6.2. Unless otherwise agreed, 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, any other person required to attend and all other non-executive directors, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

#### **7. Minutes of Meetings**

- 7.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

#### **8. Annual General Meeting**

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

#### **9. Reporting Responsibilities**

- 9.1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3. The Committee shall produce an annual report of the company's remuneration policy and practices which will form part of the company's Annual Report and ensure each year that it is put to shareholders for approval at the AGM.

## **10. Other**

- 10.1. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **11. Authority**

- 11.1. The Committee is authorised by the Board to seek any information it requires from any employee of the company in order to perform its duties.
- 11.2. In connection with its duties the Committee is authorised by the Board to obtain, at the company's expense, any outside legal or other professional advice

12 December 2007

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