



Gangmasters &
Labour Abuse Authority

GLAA58/19b GLAA Board Remuneration Committee – Terms of Reference

14 March 2018

Board Paper Reference – GLAA58/19b - GLAA Board Remuneration Committee – Terms of Reference

The GLAA Board has established a Remco as a committee of the Board. The Remco has principal responsibility for recommending the terms and conditions of the CEO to the Home Office and assessing his/her performance. The Remco is to be used by the executive of the GLAA as a source of counsel and advice where such advice is not binding.

1. Membership

- 1.1. Members of the Committee are appointed by the Board. The Committee is made up of at least three members, all of whom are independent non-executive directors.
- 1.2. The Chair will be appointed by the Board on the basis of a recommendation from Remco.
- 1.3. The Chair of the Board may not be Chair of the Committee.
- 1.4. The secretariat for the Committee will be provided by GLAA (HR).
- 1.5. Under normal circumstances members of Remco will retire after 3 years but may, if appropriate, offer themselves for re-election.

2 Meetings

- 2.1. Meetings of the Committee are convened by the Chair at the request of any of its members. The Committee will meet at least twice a year in line with the GLAA Performance Review process – normally meetings will be held in November/December and May/June. Other meetings will be held at such time as the Chair of the Committee or other members shall require.
- 2.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, are forwarded to each member of the Committee and any other person required to attend, no later than three working days before the date of the meeting. Supporting papers are sent to Committee members and to others as appropriate, at the same time or as soon as practicable thereafter.
- 2.3. Only members of the Committee and Chair of the Board have the right to attend Committee meetings. However, other individuals such as the Chief Executive and external advisers may be invited to attend for all or part of any meeting as and when appropriate.

- 2.4. The quorum necessary for the transaction of business is two Board members. Meetings may be held by teleconference or video-conference.
- 2.5 In the absence of the Committee Chair the remaining members present may elect one of their number to chair the meeting.
- 2.6 The Chair arranges for minutes of the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 2.7 Minutes of Committee meetings are circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.
- 2.8 The Board or the CEO may ask the Remco to convene further meetings to discuss, consider or investigate particular issues on which they want the Committee's advice

3. Access and Reporting Responsibilities

- 3.1 The Remuneration Committee Chair will report back to the GLAA Board on its proceedings after each meeting.
- 3.2 The Committee makes whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

4 Responsibilities

The duties of the Committee are to:

- 4.1 determine and agree on behalf of the Board the setting of performance base lines and objectives for the CEO;
- 4.2. in consultation with the Chair recommend an annual pay award and annual bonus for the Chief Executive, to the Home Office for approval.
- 4.3 regularly review the remuneration package of the CEO with regard to market norms and Home Office policy.
- 4.4 review the ongoing appropriateness and relevance of the organisation's remuneration policy;
- 4.5 ensure that contractual terms on termination (in the case of executive directors, the Committee is to approve the amount of any payments made to ensure that they meet these criteria) are fair to the individual, and the organisation, that failure is not rewarded and do not exceed contractual entitlement;
- 4.6 review and note annually the remuneration trends across the organisation;

- 4.7 review and advise on the organisation's people policies, particularly in relation to equality and diversity, so that they remain relevant and in line with current employment law

5 Information Requirements

The Committee is authorised:

- 5.1. to seek any information it requires from any employee of the organisation in order to perform its duties;
- 5.2. to obtain, at the organisation's expense, any legal or other professional advice on any matter within its terms of reference.
- 5.3. 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.