

## REMUNERATION COMMITTEE - TERMS OF REFERENCE

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### 1. Purpose

- 1.1. Council has established a remuneration Committee with the remit, under delegated powers from the Council and within the Council's policies, set out below:
- To advise Council on the payment of fees to members<sup>1</sup>;
  - To provide assurance to Council that there are adequate processes in place to determine executive remuneration, reward and performance management which are in line with the GOC's values and principles;
  - To approve the level of remuneration and payments to be made in relation to pensions, gratuities or superannuation schemes to the Chief Executive and Registrar and other members of the Senior Management Team<sup>2</sup>;
  - To approve the process of appraisal for the Chief Executive and Registrar and other members of the Senior Management Team;
  - To approve relevant sections of the annual report in relation to Council members' remuneration and expenses ensuring that they meet best practice requirements;
  - To approve a statement in the annual report about its membership, role and remit for the preceding year;
  - To advise the Chief Executive and Registrar on the staff expenses policy; and
  - To ensure that all policies and work within the committee's remit take account of and promote the GOC values and commitment to equality, diversity and inclusion.

### 2. Membership and Quorum

- 2.1. The Committee will have up to three members including the Senior Council Member (Chair), one other Council member and an independent<sup>3</sup> member. The quorum necessary for the transaction of business will be two members. In the instance of a tied vote, the Chair will have the casting vote.
- 2.2. Members will be appointed by Council, in consultation with the Committee Chair, for a fixed period of four years, extendable by one further reappointment for up to four years.

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<sup>1</sup> All associates of the GOC who are neither employees, workers nor contractors.

<sup>2</sup> All Directors reporting to the Chief Executive and Registrar.

<sup>3</sup> A person who is able to provide a credible and unbiased perspective, who is not a GOC employee or a member of Council or any of its statutory committees and who is not and never has been a registrant of the GOC or an employee of a registrant of the GOC.

- 2.3. The Chair of Council and members of the Senior Management Team may attend and speak at meetings of the committee, except that they will not be present during discussions relating directly to their own positions. Others may be called upon to attend and speak at the invitation of the Chair.

### **3. Frequency and Notice of Meetings**

- 3.1. The Committee will meet at least once during each financial year.
- 3.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, will be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting.

### **4. Minutes of Meetings**

- 4.1. The secretary will minute the discussion, decisions and actions of all meetings of the Committee, including recording the names of those in attendance.
- 4.2. Minutes of Committee meetings will be circulated promptly to all members of the Committee once agreed by the Chair and formally approved at the following meeting.

### **5. Accountability & Reporting Responsibilities**

- 5.1. The Committee is accountable to Council. The Committee should report its decisions to Council without disclosing the remuneration of any member of staff other than the Chief Executive and Registrar.
- 5.2. The draft minutes of the Committee meeting will be circulated to the next Strictly Confidential Council meeting, except where the committee believes that all or part of its minutes should be kept confidential to itself and its Secretariat.

### **6. Other**

- 6.1. The Committee will review its effectiveness, including how it is performing against its terms of reference, on an annual basis and report the results to Council.
- 6.2. The Committee will review its terms of reference and recommend any changes it considers necessary to Council every three years.

### **7. Authority**

- 7.1. The Committee is authorised by Council to seek such information as it may reasonably require from any employee or member of Council to fulfil its remit.
- 7.2. The committee is authorised to appoint remuneration consultants, as required, to advise the Committee, considering any relevant GOC policies