

VICTIM SUPPORT

REMUNERATION COMMITTEE

TERMS OF REFERENCE

Introduction

This document sets out the Terms of Reference for the Victim Support Remuneration Committee. It replaces the previous Terms of Reference dated October 2008

Victim Support

Victim Support is a single charity with two subsidiaries, VS limited and VS Cymru. This Committee has governance for remuneration matters relating to the main company and its subsidiaries.

Remuneration Committee – Members, Chair, Secretary and Advisors

The members of the Remuneration Committee comprises of The Chair of the Charity, Three nominated Trustees, The Chief Executive and the HR Director (who absents themselves when personal remuneration terms are under discussion) and any relevant remuneration advisors as required.

The current Remuneration Committee members are as follows:

Title	Remuneration Committee Role
• Chair of Trustees	Chair and Member
• Trustee 1	Member
• Trustee 2	Member
• Trustee 3	Member
• Chief Executive	Advisor
• HR Director	Advisor (and Secretary)

As and when required the Remuneration Committee may access professional advice and may commission both informal and formal remuneration studies to assist in formulation of remuneration and related policies.

Role responsibilities

Chair

The Chair will convene meetings and where necessary convene extraordinary meetings. The chair will direct the advisors to commission such reports as deemed necessary. The chair will also be responsible for confirming resignations and confirming the process for nominations to the Remuneration Committee, as required from time to time.

Members

Members are responsible for attending meetings and making decisions on submitted papers

Advisors

Advisors are responsible for preparing and submitting reports to advise the chair and members on remuneration matters that are within the terms of reference of the committee.

Secretary

The Secretary will be responsible for preparing agendas, distributing final reports as requested by chair and keeping and circulating minutes. The Secretary will also note and circulate minutes from any extraordinary meeting.

Quorum

The minimum quorum for decisions to be made on a remuneration matters is three members, including the Chair.

Remuneration Committee – General Principles

The Remuneration Committee shall have regard to the following general principles:

- The need to attract, retain and motivate a high quality Corporate Management Team requires remuneration packages and is competitive in the charity sector.
- Use independent professional advice to create and support the decision making process.
- To take a view of 'total reward' in establishing and approving elements of remuneration for paid staff, where total reward is defined as including pay, variable pay and benefits.
- Make judgement on where to position the charity relative to other comparable charities which takes account of relative performance with reference to financial measures.
- Be sensitive to broader arena in terms of determining annual pay reviews.
- Consideration of incentive arrangements to align the interests of the Corporate Management Team to delivery of best performance for the Charity.
- Financial viability and sustainability of the charity when constructing reward packages
- Consider and comment on any proposed changes to 'expenses' policies where the changes may have an impact on reward

Remuneration Committee - Responsibilities

The Remuneration Committee ensures that the overall performance management and reward philosophy is consistent with the achievement of strategic objectives and is within Victim Support's culture and values.

Specifically it is responsible for:

- a) The approval of overall reward framework and Terms and Conditions for staff who work for the Charity;
- b) Reviewing annual performance and the terms of employment of the Chief Executive and the Corporate Management Team;
- c) Recommending to the Board of Trustees any change in remuneration for the Chief Executive and the Corporate Management Team;
- d) Where appropriate, making decisions as an authorised and delegated authority committee to ensure swift and effective decision making on behalf of the board.

This includes the following (as and when appropriate):

- Requesting reports that monitor and review the remuneration practices and philosophy of the Charity; and to bring forward any proposed changes that the report recommends to the Board of Trustees
- Reviewing and recommending to Board of Trustees the overall annual pay award typically expressed as a % for all staff, excluding the Corporate Management Team and Chief Executive.
- Conducting an annual performance review for the Chief Executive, prior to the annual salary review.
- On the basis of the performance review, recommending a specific salary change award for the Chief Executive to the Board of Trustees for approval.
- Requesting and conducting a regular market review of the remuneration and terms of employment for the Chief Executive. A review can be requested more or less frequently depending on circumstances e.g. exceptional change in market conditions etc.
- Receiving the Chief Executive's summary reviews on the Corporate Management Team (Directors) performance; considering any recommendations for salary changes and subsequently recommending such changes to the Board of Trustees for approval.
- Reviewing the performance of any current non consolidated pay scheme(s) and requesting amendments to the structure of the scheme(s) to ensure continued and ongoing effectiveness: Recommending any agreed changes to the Board of Trustees for approval and subsequent implementation.
- Examining and approving any non consolidated payment for Target Related pay schemes.
- Considering and approving any proposed 'ex-gratia' or 'out of course' payment for the Chief Executive; and subsequently recommending confirmation by the Board of Trustees.
- Reviewing and approving any proposed 'ex-gratia' or 'out of course' payment from the Chief Executive for a member of the Corporate Director Team; and subsequently recommending for confirmation by the Board of Trustees.
- Requesting the Chief Executive to conduct an annual review of pension terms and structures for all staff and to:
 - Recommend any proposed changes to the structure of 'suppliers' (Pension providers) to the Board of Trustees
 - Recommend any proposed changes of 'terms' of employer pension contributions to the Board of Trustees.
- Requesting from the Chief Executive, a report for any proposed changes in benefits for the Corporate Management Team and / or all staff that may have a financial cost to the Charity. These benefits are currently defined as car allowance, death in service (for a limited TUPE'd group) and holidays;
- Requesting the Board of Trustees to adopt any proposed changes to financial benefits that the report recommends; subject to the Remuneration Committee's approval of the proposed changes.

Meetings of the Remuneration Committee

The Remuneration Committee meets a minimum of twice a year to coincide with the mid-year and end-year financial/business cycle and meetings. It can meet more frequently if required. An annual schedule of meetings will be set out in the April meeting for the following year.

Operational Procedures

Any reports should be submitted to the Chair and Members 7 days in advance of the Remuneration Committee meetings. The secretary will issue, on behalf of the chair, the agenda and associated reports.

Matters arising between Meetings

Should an issue requiring the approval of the Remuneration Committee arise between meetings, the Chair may decide (see Quorum), having regard to its materiality, to personally approve the same, subject to ratification by the next full meeting of the Remuneration Committee.

Matters should be raised through the Chair, who will seek advice from the advisors and the secretary. If necessary the secretary will co-ordinate a meeting to address the matter, once the advisors have created any required supporting material. A copy of any decision should go to the Secretary for recording and including at the next scheduled meeting.

Communication and Accountability

The Remuneration Committee will report any issue of concern to the Board of Trustees at the earliest convenience;

The minutes of the Remunerations Committee are confidential to the Committee and shall not be presented at Trustees' meetings.

SIGNED: _____
Chair

DATE: _____

