

# CP 2.4 Remuneration Committee Terms of Reference

## 1. Purpose

1.1. The primary purpose of the Committee is to support Transport Focus on all matters relating to pay and grading policy and terms of employment.

1.2. The Remuneration Committee is a formally established committee of the Transport Focus Board and reports to the Board on a periodic basis.

## 2. Tasks and Duties

### *Pay and Grading Policy & Terms of Employment*

- In respect of this section, the Committee shall have regard to the provisions of Transport Focus/DfT Management Statement of November 2010

2.2 The Committee will discuss and agree for recommending to the Board for approval:

- a. An overall pay and grading structure for the employees of the Rail Passengers Council, including, but not limited to, the introduction and operation of any performance management regime.
- b. Proposed changes to the terms of conditions of employment of Transport Focus employees, including the scrutiny of management consultation with employees.

2.3 The Committee will discuss and shall have delegated authority to agree, always subject to satisfactory budget provision and taking account of the appropriate guidance, the Annual pay review prior to the annual submission to the Department and HM Treasury.

2.4 The Committee will be kept informed of and consulted on occupational pension scheme arrangements and any proposed changes to these arrangements

### *Executive Pay*

2.5 In respect of this section, the Committee shall have regard to:

- Overall market positioning of the remuneration package
- Individual base salaries and increases
- Annual and longer term bonuses or incentive arrangements and corresponding performance targets
- Pension arrangements

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2.6 The Committee shall:

- a) Determine and agree proposals from the Chief Executive for the broad policy for the remuneration of executive level staff; for the avoidance of doubt, executive level staff are those employed at pay bands F and above and any other member of staff whose overall pay is at or above the minima of band F.
- b) Have delegated authority to set, on the basis of proposals from the Chief Executive, individual remuneration arrangements for executive level staff, and approve any proposals for subsequent changes to those arrangements.
- c) Recommend and monitor the level and structure of remuneration for executive level staff.
- d) consider and approve of proposals for the determination of the remuneration of the CEO initiated by the Chairman of Transport Focus, on behalf of the Board

## 3. Meetings

3.1. The Remuneration Committee will normally meet once per year in March and at such other times as the type and level of business requires

## 4. Membership

4.1. Membership of the Remuneration Committee is as follows:

Dr Stuart Burgess CBE	Chairman
Diane McCrea	Board Member
Isabel Liu	Board Member

4.2. The Chief Executive, Resources Director, Head of Business Services and HR Administrator will normally attend the Remuneration Committee.

5.3 The Committee has the option to invite other officers as and when it judges it is necessary or expedient, but shall **exclude** any officers at such times as their own remuneration is under discussion.

## 5. Proceedings

6.1 The provisions of part 2 of the *Constitution General* shall have effect.

### Document history

Version	Author	Comments	Approved by	Date
V1	Jon Carter	Original draft	Board, London	23 July 2005
V2	Jon Carter	General update	Board, Edinburgh	13 May 2008
V3	Jon Carter	Tidy-up, change in membership and consequential amends	Board, London	14 September 2011
V4	Jon Carter	Change in membership only	n/a	12 February 2014
V5	Michelle Calvert	Rebranded to Transport Focus	Board, London	11 March 2015

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