

Remuneration Committee – Terms of Reference

1. Purpose

- 1.1. IHE's Remuneration Committee is established to provide oversight and decision-making in relation to the remuneration of the Chief Executive. Its purpose is to ensure that the Chief Executive's pay is fair, appropriate, and aligned with the organisation's objectives, values, and financial position.
- 1.2. The Committee is responsible for determining the Chief Executive's basic pay and any performance-related or discretionary bonuses. It does not have responsibility for the remuneration of any other staff members.

2. Membership

- 2.1. The Committee shall comprise the following members:
 - Chair of the Board
 - Vice Chair of the Board
 - Honorary Treasurer
- 2.2. Members serve by virtue of their Board roles.
- 2.3. The Vice Chair of the Board shall serve as the Chair of the Committee.
- 2.4. Where one of the member roles is vacant or the incumbent is unavailable at the time of a meeting, the Chair (or, in their absence, the Vice Chair) may request another member of the Board to act as a substitute member for that meeting. Any substitute member shall have the same rights and responsibilities as a Committee member for the duration of that meeting.

3. Secretary and Reporting

- 3.1. The Director of Membership and Operations shall serve as Secretary coordinating meetings, preparing and circulating papers (where appropriate), and ensuring that accurate records of decisions are maintained.
- 3.2. The Secretary may be asked to absent themselves from parts of a meeting where requested by the Chair of the Committee, but shall be present to formally record decisions.

4. Quorum

- 4.1. Due to the small number of members, the quorum necessary for the transaction of business shall be all members of the Committee.

5. Meetings

- 5.1. The Committee shall meet once per year, normally in the first quarter (Q1), in sufficient time to inform decisions on pay awards that are usually determined and implemented in April.

- 5.2. Additional meetings may be convened if required, at the discretion of the Chair.
- 5.3. Where there is a disagreement on an agenda item that calls for a Committee decision, the Chair shall have the casting vote, or at their discretion, may request that the Board make a final decision.

6. Duties

- 6.1. The Remuneration Committee shall:
 - 6.1.1. Review and determine the Chief Executive's basic pay.
 - 6.1.2. Consider and determine any bonuses or additional remuneration for the Chief Executive, and any KPIs or other goals or targets that must be met in order to receive bonuses, where applicable.
 - 6.1.3. Ensure that decisions are informed by the organisation's financial position, performance, and strategic priorities.
 - 6.1.4. Ensure that decisions are made within the Board-approved budget, and in reference to the HR strategy, remuneration or pay policy, or framework relevant to the Chief Executive role, where appropriate.
 - 6.1.5. Ensure that remuneration decisions are documented clearly and handled confidentially.