

Terms of Reference

Group Remuneration and Nominations Committee supports the Board in discharging its responsibilities for the composition, succession planning and effectiveness of the Board; the remuneration strategy for non-executive and executive directors, and the principles and policy relating to the remuneration of employees.

Agreeing strategy and measures

ensuring the strategy maximises opportunities to innovate and ensures our policies and procedures provide a proportionate response to threats that may impact our strategies

S001.1	Receive Market Intelligence reports relevant to the work of the GRNC to identify and inform its work
--------	--

Managing risk & compliance

ensuring the strategy maximises opportunities to innovate and our policies and procedures provide a proportionate response to threats that may impact our strategies

R018.1	Recommend and monitor the effectiveness of the Group's Code of Governance
R019	Recommend and monitor the effectiveness of the Board & Committee Member code of conduct
R019.1	Recommend the adoption of a Code of Conduct to the Board of Aster Group Limited
R021	Recommend and monitor the effectiveness of the Board Membership, Recruitment and Succession Policy to the Board of Aster Group Limited
R022	Recommend and monitor the effectiveness of the Board Remuneration & Expenses Policy to the Board of Aster Group Limited
R024	Recommend role profiles for Chairs, Senior Independent Director, Non-Executive Directors, Independent Members and Co-optees and Group CEO to the Board of Aster Group Limited
R038	Approve the Board Skills Vision (GGAD having consulted GPTD and Group CEO before submission to GRNC)
R039	Recommend and provide assurance as to the effectiveness of the Executive Remuneration Policy to the Board of Aster Group Limited
R039.1	Recommend and provide assurance as to the effectiveness of the Project Reward Policy to the Board of Aster Group Limited
R040	Recommend the Pensions Policy or changes to schemes, provision or funding to the Board of Aster Group Limited

Delivering performance

ensuring the delivery of strategy through strong assurance provided by the performance and compliance frameworks

D001	Monitor delivery of Strategic & Protection KPIs and management of risk & compliance obligations allocated or escalated to the GRNC through the PFM (R006), CF (R007) and RMF (R001)
D022.1	Approve any payments under Project Reward Policy
D028	Recommend the Remuneration Report for the Annual Report
D074	Set Staff Terms and Conditions and agree policies around staff pay (excluding pensions)
D146	Monitor Board/Committee composition, diversity and succession planning and make recommendations to the Board of Aster Group Limited
D146.1	Agree programme and methodology for Board and Committee members' performance appraisal
D146.2	Recommend a Board & Committee improvement plan to the Board of Aster Group Limited and monitor to conclusion.
D147	Manage the effectiveness of Executive Succession Planning
D148	Set Executive Remuneration & pensions within policy
D149	Recommend Non-Executive Director, Independent Member and Co-optee Remuneration to the Board of Aster Group Limited
D150	Approve contractual terms on appointment and termination for Board & Executive Board Director
D151	Approve the recruitment process for appointment of Group CEO and Executive Board Directors
D152	Recommend Appointment of Group CEO and Executive Board Directors to the Aster Group Limited Board
D167	Approve the appointment of Independent Remuneration Advisors
D168	Recommend Board Member & Board Co-optee re / appointments to Aster Group Ltd, Aster Communities, Synergy Housing Ltd, Aster Living, Aster Homes Ltd, Aster Property Ltd, Aster 3 Ltd & non executive appointments to other boards to the Board of Aster Group Limited (includes Group Chair and SID appointments)
D168.1	Approve the recruitment process for Board & Committee Appointments under D168 & D169
D169	Recommend Committee Member and Committee member Co-optee re / appointments & Committee Chairs to the Board of Aster Group Limited
D169	Note the appointment of Committee Member and Committee member Co-optee re / appointments & Committee Chairs
D171	Note for the minutes any decisions using Chair Actions or Written Resolution

Receiving independent assurance

ensuring the delivery of strategy is real and compliant through regular independent assurance. The Audit Strategy dovetails to the Framework for Opportunity and Risk Management providing the greatest assurance against the greatest risks.

IA11

Receive internal audits for information/review as submitted by Director of Audit