

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

Strat	Organise strategy and training sessions to inform the governing body's work
S001	Receive and note the corporate strategy following approval by the Board of Aster Group Limited
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

R006.2	Approve OPIs, targets, risk based tolerances and escalation arrangements (within KPIs agreed under R006.1)
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 the Group's Code of Conduct to the Board of Aster Group Limited
R021	Approve the Board Membership, Recruitment and Succession Policy
R022	Approve the NED Remuneration & Expenses Policy and Framework
R024	Approve role profiles for Chairs, Senior Independent Director, Non-Executive Directors, Independent Members and Co-optees and Group CEO
R038	Approve the Board Skills Vision (CSO having consulted CTD 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
R045	Recommend the Reward and Recognition Policy including associated principles (Pay, Benefits, Preparing for retirement [Pension], Recognition, Expenses, Bonus & Commission) to EB

Delivering performance

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

D001	Monitor performance allocated or escalated in accordance with the Performance Management Framework (R006)
D004	Manage strategic risks through risk section on reports
D006	Manage compliance risks through risk section on reports
D022.1	Approve any payment criteria and payments to Executive Board members 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' collective performance appraisal
D146.2	Recommend a Board & Committee improvement plan to the Board of Aster Group Limited and monitor to conclusion.
D146.3	Approve the Board & Committee Member Individual Appraisal Methodology
D146.4	Recommend the outcomes from the Board & Committee Member Individual Performance Appraisals to the Board of Aster Group Ltd.
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, Central and Cecil Housing Trust, 55 London & 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	Approve 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
------	--