

Board Committee – Terms of Reference

Remuneration Committee

1. Establishment

- 1.1. This Committee is established by the Board of MS Ireland for the better governance of the Society.
- 1.2. The Board may at any time alter or revoke the composition or terms of reference of the Committee.
- 1.3. The Board shall annually review or confirm the terms of reference of this Committee
- 1.4. The Board shall select the Chairperson of the Committee, pursuant to Article 67 of MS Ireland’s Constitution.

2. Membership

- 2.1. **Appointment of committee members:** The Board shall annually appoint or re-appoint the members of the Committee.
- 2.2. **Size of the committee:** The Committee shall consist of at least three members.
- 2.3. **Composition of the committee:** The Committee shall comprise of at least the Chairperson of the Board, the Deputy Chairperson and the Chairperson of the Finance Committee.
- 2.4. **Permitted term and re-election:** The term of the Committee is three years. Members may be elected for a further two terms. An extension of this period would be at the Board’s discretion.
- 2.5. **Co-option:** With the consent of the Board, the Committee may co-opt members on an annual basis to supplement the skill and knowledge of the Committee in line with the nature of applications.
- 2.6. **Disqualification from membership:** If a Committee member fails to attend three consecutive Board Committee meetings without a valid reason, this may result in being disqualified from the Committee by the Board
- 2.7. **Resignation:** Members who wish to resign can do so through written communication with the Chairman of the Committee

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3. Proceedings of the Committee

- 3.1. **Procedures:** The Committee will determine its own procedures
- 3.2. **Meeting Frequency:** This Committee shall meet at least once a year
- 3.1. **Quorum:** The quorum for a meeting of the Committee shall be two of its members.
- 3.3. **Meeting location:** The Committee will determine the locations of its meetings.
- 3.4. **CEO Attendance:** Unless otherwise decided by the Committee, the Chief Executive/staff member will attend meetings of the Committee to provide relevant information and ensure that minutes are kept of the proceedings.
- 3.5. **Reporting to the Board:** The Committee will make a report to the Board at Board meetings, whenever requested to do so by the Board.
- 3.6. **Minutes:** The minutes of the Committee will be made available to the Board to which it will report in whatever manner is deemed most convenient and appropriate.
- 3.7. **Authority:** The Committee will have the authority to investigate any matters within its terms of reference and to obtain external professional advice and invite experts to attend meetings if it considers it necessary.
- 3.8. **Board approval:** All recommendations of the Committee shall be subject to Board approval.
- 3.9. **Confidentiality:** The proceedings of the Committee are confidential and a member shall not, without the consent of the Board, disclose confidential information obtained by that member in the course of their duties.
- 3.10. **Conflict of interest:** Where a conflict of interest arises, the respective Committee member must inform the meeting of the conflict and abstain from the decision-making process with regard to the conflict of interest.

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- 3.11 **Casting Vote:** Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote as per Article 68 of the Constitution.

4. Committee's Terms of Reference

On behalf of the Board, the Committee will do the following:

- 4.1. Consider, evaluate, monitor and report its recommendations to the Board in respect of all matters broadly relating to the performance and remuneration of the Chief Executive and Senior Management of MS Ireland
- 4.2. Set the Chief Executive's objectives
- 4.3. Assess the Chief Executive's performance, including:
 - Performance in previous year
 - Particular success and difficulties, if any
 - Identification of any learning and development needs
 - Support for the Chief Executive in general
- 4.4. Provide feedback to Chief Executive on his/her performance
- 4.5. Set the Chief Executive's remuneration and review all supporting documentation, to ensure they comply with what was agreed at the beginning of the year, including the Chief Executive's P60 and expenses (Note: The Company credit card statements are reviewed by the Chairperson of the Board throughout the year).
- 4.6. Oversee arrangements for service contracts of MS Ireland staff who report directly to the Chief Executive, including reviewing their P60's and expenses.
- 4.7. Report the outcomes of the appraisal process using the Society's processes and key outcomes of the Chief Executive's appraisal process to the Board.
- 4.8. Ensure the Board has been properly updated by the Chief Executive on staff terms and conditions of service, and other staffing arrangements.