

## Nominations and Remuneration Committee Terms of Reference

### Quick Guide

<b>Name</b>	Group Nominations and Remuneration Committee	<b>Number of meetings</b>	At least 3 in a rolling 12-month period
<b>Maximum Size</b>	4	<b>Quorum</b>	3
<b>Co-optees and/or independent members</b>	None	<b>Lead executive director</b>	Group CEO
<b>Membership restrictions and requirements</b>	No Executive members Aspire Housing Board Chair may not be the Chair of the Committee		

### 1. PURPOSE

- 1.1. To support the Boards within the Aspire group on achieving and maintaining the highest standards of governance.
- 1.2. To review the membership of boards and committees and recommend new appointments.
- 1.3. To review the skills held on the boards and committees to ensure they remain appropriate.
- 1.4. To review and recommend to the Aspire Housing Board the remuneration of the Board including the Group Chief Executive. To approve the remuneration of the other Executive Directors.

### 2. SIZE AND MEMBERSHIP

- 2.1. The Committee shall comprise at least two Aspire Housing Board members and have a maximum membership of four.
- 2.2. The quorum for the Committee is three.
- 2.3. The lead Executive Director for the Committee is the Group Chief Executive.

### 3. COMMITTEE CHAIR

- 3.1. The Chair of the Committee may not be the Aspire Housing Chair but must be an Aspire Housing Board Member.
- 3.2. The Chair of the Committee will be appointed by the Aspire Housing Board.

### 4. OPERATION OF THE COMMITTEE

- 4.1. The Committee shall meet at least three times in a rolling 12-month period at such times and places as the Committee determines.

## 5. AUTHORITY AND RESPONSIBILITIES

- 5.1. The Committee is a Committee of the Aspire Housing group and is established, in accordance with the group's Standing Orders, to support it in its responsibilities for managing the effectiveness of the governance system.
- 5.2. Any matters considered by the Committee which are of relevance to any of the group companies shall be reported to the next meeting of the relevant Board.

### General Responsibilities

- 5.3. Provide assurance to the Aspire Housing Board that there is a robust culture of good governance embedded throughout the group.
- 5.4. Monitor the implementation of recommendations relating to internal and external governance and effectiveness and report to the Aspire Housing Board as required.
- 5.5. Receive, as appropriate, regular reports on any regulatory or compliance matters which may affect the operation of the Committee or the scope or extent of its responsibilities.
- 5.6. To review these terms of reference periodically in order to ensure they continue to reflect best practice and recommend any amendments to the Aspire Housing Board.

### Governance effectiveness

- 5.7. To monitor the effectiveness of the Aspire group's governance.
- 5.8. To recommend to the Aspire Housing Board adoption of appropriate codes of governance and note an annual review of compliance against adopted codes, ensuring external validation as and when required.
- 5.9. To recommend adoption of an appropriate code of conduct and consider a periodic review of compliance against the code of conduct.

### Board and Committee effectiveness

- 5.10. To review current boards and committee memberships to establish how well the Board and committee members collectively cover the skills requirements established.
- 5.11. To agree changes to Board and Committee role profiles, behaviours and expectations.
- 5.12. To oversee the annual appraisal process for board members and any subsequent actions which may flow from that.
- 5.13. To gain assurance that succession plans are in place, and make recommendations to deal with the diversity mix and any identified lack of a particular skill or experience on boards and committees.
- 5.14. To initiate and manage the recruitment process for prospective new members and make recommendations to the Aspire Housing Board, who retain the final responsibility for Board appointments.
- 5.15. To advise the Aspire Housing Board and to make recommendations on the appointment of the Chair of the Aspire Housing Board, the Vice Chair of the Aspire Housing Board (if one is to be appointed), and the chairs of subsidiary boards and group committees.
- 5.16. To consider and, if appropriate, recommend any proposals to remove a board or committee member.

## Remuneration

- 5.17. To review and recommend to the Board the remuneration for board members, obtaining external advice every three years as a minimum.
- 5.18. To ensure that arrangements are in place for appraising the Group Chief Executive, contribute to setting performance objectives and recommend appropriate remuneration levels.
- 5.19. To review and decide on recommendations received from the Group Chief Executive concerning the appraisal and remuneration (including any bonus scheme or discretionary payment) of Executive Directors, obtaining external advice every three years as a minimum.
- 5.20. For clarity, the annual pay award decision for Aspire staff excluding the Executive Team is delegated to the Group Chief Executive. This will be included in the annual budget papers presented for approval to the boards within the group.
- 5.21. To agree standard contracts of employment for Executive Directors; including termination/compensation levels.
- 5.22. To approve non-contractual payments to staff in excess of £50k and advise the Board accordingly.
- 5.23. To ensure succession plans are in place for Executive Team and other business critical roles.