

Sample remuneration committee charter

Remuneration committee

Constitution

The remuneration committee shall be a committee of the board established by the board.

Objectives

The objective of the committee is to assist the board in the establishment of remuneration policies and practices for the company's CEO, other key management, and directors (both non-executive and executive), as well as discharging the board's responsibilities relative to remuneration-setting and review.

Membership

Members of the committee shall comprise members of the board appointed by the board. The number of members of the committee shall be no fewer than three, a majority of whom shall, wherever possible, be non-executive directors. The CEO and Human Resources Manager may attend all meetings of the committee except where conflicted for personal reasons.

The board shall appoint a chair from among the non-executive members of the committee. The chair of the board should not chair the committee.

Meetings

- The secretary of the committee shall be appointed by the board.
- A quorum of members of the committee shall be two, at least one of whom must be a non-executive director.
- The committee may have in attendance such members of management including the Human Resources Manager, and such other persons including external advisers, as it considers necessary to provide appropriate information and advice.
- All directors shall be entitled to attend meetings of the committee provided that executive directors including the CEO do not attend meetings where they are conflicted for personal reasons.
- Reasonable notice of meetings and the business to be conducted shall be given to the members of the committee, all other members of the board, the CEO and the company's Human Resources Manager.
- Meetings shall be held at least once per year having regard to when director and executive remuneration is due for review in terms of the company's remuneration policies.

- Any member of the committee, and the CEO or Human Resources Manager, may request a meeting at any time if they consider it necessary.
- Minutes of all meetings shall be kept.
- The agenda and minutes of all committee meetings shall be circulated to members of the board, the CEO, the Human Resources Manager, and to such other persons as the board directs.

Responsibilities

The responsibilities of the committee are as follows:

- set and review the remuneration policies and practices of the company
- set and review, in accordance with the company's remuneration policies and practices, all components of the remuneration of the CEO, executive directors and such other key management as the board may from time to time determine. The components shall include base salary, reimbursable expenses, bonuses, entitlements under employee incentive plans, company share schemes and company option schemes, and all other entitlements and benefits arising from their employment. The remuneration of key management who report directly to the CEO is subject to prior recommendation from the CEO
- set and review, as appropriate, the terms of employment contracts for the CEO and key management
- set and review the terms of the company's short-term and long-term incentive plans including any share and option schemes for employees and/or directors
- set and review the terms of the company's superannuation schemes
- make recommendations to the full board on setting and review all components of the remuneration of the non-executive directors. Such components shall include base fees, committee fees (if applicable), reimbursable expenses, and all other benefits and entitlements arising from their directorships. Any additional payments to directors for other work to be approved by the board on a case-by-case basis
- consider other matters relating to remuneration issues as may be referred to it by the board.

Authorities

The committee will make recommendations to the board on all matters requiring a decision. The committee does not have the power or authority to make a decision in the board's name or on its behalf.

The committee is authorised by the board, at the expense of the company, to obtain such outside information and advice including market surveys and reports, and to consult with such management and executive search consultants and other outside advisers with relevant experience and expertise, as it thinks necessary for carrying out its responsibilities.

Review of the committee and the charter

The committee shall undertake an annual self-review of its objectives and responsibilities, and of its charter. Such objectives, responsibilities and charter shall also be reviewed by the board and any other person the board considers appropriate.

Reporting procedures

After each meeting the chair will report the committee's recommendations and findings to the board. The minutes of all committee meetings will be circulated to members of the board. Extracts from the minutes will be made available to the CEO, the Human Resources Manager, and to such other persons as the board directs, as may be necessary to enable them to properly carry out their functions.

The chair will present an annual report to the board summarising the committee's activities during the year and any related significant results and findings.

Charter adopted by the committee on XX/XX/20XX.