

Terms of Reference

Non-Executive Remuneration Committee



1. Purpose

The role of the Non-Executive Remuneration Committee is to set and review Non-Executive Director fees ensuring that these are appropriate to attract and retain high quality individuals.

2. Membership

Appointments to the Committee are made by the Board Nominations Committee in consultation with the Chairman of the Committee.

The Committee shall comprise:

- Chairman of the Board (as Chair of the Committee);
- Group Chief Executive; and
- All other Executive Directors.

3. Quorum

The Committee shall be quorate when attended by 3 members, including the Chairman.

4. Frequency of meetings

The Committee shall meet, at least, once a year, or on a more frequent basis as agreed by the Chairman of the Committee.

5. Secretary

The Society Secretary or their nominee shall act as Secretary to the Committee.

6. Reporting Responsibilities

The Committee shall report to the Board, at least, annually on the outcome of its review of Non-Executive Director fees, explaining how its conclusions have been arrived at.

7. Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any member questions on the Committee's activities.

8. Duties of the Committee

The Committee shall:

8.1 Review Non-Executive Directors' fees including those for the Deputy Chairman and Chairs of Board Committees at least annually and within the terms of the Rules make recommendations to, and seek approval from, the Board for any changes to Non-Executive Directors' fees.

9. Annual Review

The Committee's terms of reference shall be reviewed, at least, annually with agreed changes presented to the Board for approval.