

**The Woodland Trust
Remuneration Committee (REM)
Terms of Reference**



PURPOSE AND SCOPE

1. Remuneration of the Trust staff and Executive is the responsibility of the Board.
2. The REM exists to advise the Board, to which it is accountable. Its purpose is to review remuneration practice within the Trust to ensure staff are well motivated at appropriate cost and good practice is employed from the NGO and other sectors. It has delegated power to decide annual salary remuneration reviews of the CEO and Management Team.

KEY TASKS OF THE REM

3. **Executive and Staff Remuneration**
 - 3.1. To review performance and decide the individual remuneration package and benefits of the CEO on an annual basis.
 - 3.2. To review the recommendations from the CEO and decide the individual remuneration, of the other Executive directors on an annual basis
 - 3.3. To review the recommendations from the CEO and decide the overall pay award and conditions of other staff on an annual basis.
 - 3.4. The committee may decide the annual awards providing the outcome is within agreed budgetary limits. Board approval will be required to implement any recommendations that exceed budget limits.
4. **Good Practice**
 - 4.1. To occasionally review all the elements of the remuneration package to ensure that they remain consistent with good practice in the NGO sector and deliver value for money.
5. **REM operation and reporting**
 - 5.1. The REM will consist of at least three trustees nominated from the Board and appointed by the Chair of the Trust.
 - 5.2. The Chair of the Trust will be the chair of the REM.

- 5.3. The Chair of the Trust will recommend to the Board who should be appointed as members of the REM, after consulting with the chair of the BAC and the CEO.
- 5.4. The quorum for the REM will be two trustees, one of whom will be the chair, including those participating by teleconference.
- 5.5. The REM will work closely with the CEO whilst being supported by the Head of Human Resources.
- 5.6. The CEO will make recommendations to REM and other executive staff may be invited to attend.
- 5.7. The REM will meet as required.

6. Reporting to the Board

- 6.1. The Chair of the REM, or another trustee member, will report to the Board on its meetings as required.

7. Delegated Powers

- 7.1. The Committee can make decisions in respect of the Trust's annual salary review and CEO salary, providing these are within agreed budget limits. These should be reported to the Board for information. Board approval will be required to implement any recommendations that exceed budget limits.