

**Terms of Reference**

**1. Membership**

- 1.1 The Committee shall comprise all Board directors and be chaired by the Board Chair. It will be assisted by an independent adviser.

**2. Secretary**

- 2.1 The Director of Governance, Policy and Legal, or their nominee, shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

**3. Quorum**

- 3.1 The quorum necessary for the transaction of business shall be the Chair and at least two Board Directors. Decisions will not be taken unless the independent adviser is present.

**4. Meetings**

- 4.1 The Committee shall meet at least once a year, and otherwise as required, with sufficient notice being given to the Committee members. The meeting will be minuted.

**5. Remit**

- 5.1 To review and determine the level of remuneration paid to Board Members in connection with their duties. Consideration will include information obtained from benchmarking of other similar organisations.
- 5.2 To review and determine the level of remuneration paid to the Chief Executive.
- 5.3 To maintain oversight of strategy relating to pay and reward within the whole CRL.