

## Remuneration Committee - Terms of reference

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## 1. Purpose

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- 1.1 Council has established a Remuneration Committee with the following delegated authority:
- a. To advise Council on the payment of fees to members<sup>1</sup>;
  - b. To advise Council on the process to appoint or remove the Chief Executive and Registrar (or Chief Executive or Registrar if these functions are fulfilled by two different office-holders);
  - c. To provide assurance to Council that there are adequate processes in place to determine executive remuneration, reward and performance management, and that these are in line with the GOC's values and principles;
  - d. To approve the level of remuneration and payments to be made in relation to pensions, gratuities or superannuation schemes to the Chief Executive and Registrar and other members of the Senior Management Team (SMT)<sup>2</sup>;
  - e. To approve the process of appraisal for the Chief Executive and Registrar and other members of the SMT;
  - f. To approve relevant sections of the annual report in relation to Council members' remuneration and expenses ensuring that they meet best practice requirements;
  - g. To approve a statement in the annual report about its membership, role and remit for the preceding year;
  - h. To approve the expenses policy; and
  - i. To ensure that all policies and work within the Committee's remit take account of and promote the GOC values and commitment to equality, diversity, and inclusion.

## 2. Membership and Quorum

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- 2.1 The Committee will have up to three members including the Senior Council Member (Chair), one other Council member and an independent member<sup>3</sup>. The Council members will include one lay and one registrant member. The quorum necessary for the transaction of business will be two members. The independent member must be present and entitled to vote for any decision pertaining to the remuneration of members or the executive, except where it might constitute a significant conflict of interest. There will be no casting vote in the event of a tied vote. If a tied vote arises, the Committee can request more information from the executive and reconvene to reconsider the decision at a later date. Alternatively, it can refer the matter to Council for consideration.
- 2.2 Members will be appointed by Council, in consultation with the Committee Chair. The maximum term for any appointment to the Committee will be eight years. A Chair may be

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<sup>1</sup> Associates of the GOC who are appointed to a Committee, Panel or Council. This does not include employees or contractors.

<sup>2</sup> All Directors reporting to the Chief Executive and Registrar.

<sup>3</sup> A person who is able to provide a credible and unbiased perspective, who is not a GOC employee or a member of Council or any of its statutory committees and who is not and never has been a registrant of the GOC or an employee of a registrant of the GOC.

elected by the members of the Committee in advance of the meeting in the event the Chair has given their apologies.

- 2.3 The Chair of Council, the Chief Executive and members of the SMT may attend and speak at meetings of the Committee. The Chief Executive and members of SMT must not be present during discussions relating directly to their own positions. Others may be called upon to attend and speak at the invitation of the Chair.

### 3. Frequency and Notice of Meetings

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- 3.1 The Committee will meet at least once during each financial year. Meetings will be held electronically (online via MS Teams or similar) unless otherwise notified. A notice of the meeting confirming the venue, time and date will be issued to all Committee members and participants electronically. This will be accompanied by the agenda and supporting papers. This will be issued no later than five working days before the date of the meeting, unless otherwise agreed by the Chair of the Committee.
- 3.2 Meetings of the Committee shall be called by the secretary of the Committee, who is normally a member of the Governance team, according to the annual calendar. Additional meetings can be organised at the request of the Committee Chair, Chair of Council, Chief Executive and Registrar or the Director responsible for People and Culture. For a meeting to proceed, the secretary of the Committee must be present. If it is necessary for the secretary of the Committee to leave the meeting due to confidential matters, the Chief Executive and Registrar or their nominated representative will act as secretary of the Committee.

### 4. Minutes of Meetings

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- 4.1 A member of the Governance team shall minute the discussion, decisions and actions of all meetings of the Committee, including recording the names of those present and in attendance. If it is necessary for the secretary of the Committee to leave the meeting due to confidential matters, the Chief Executive and Registrar or their nominated representative will continue to take minutes. Where decisions are of a confidential or sensitive nature, the Head of People and Culture will be responsible for making a record of the Committee's deliberations and decision. This will be maintained as a confidential annex to the minutes for audit purposes and retained by the People and Culture team for future reference.
- 4.2 Draft minutes of Committee meetings will be circulated to all members of the Committee once they have been agreed to by the Committee Chair. Draft minutes will be considered and approved by the Committee at its next meeting. In the event of a dispute, the Chair will have casting vote.
- 4.3 The approved minutes of the Committee will be circulated to the next strictly confidential Council meeting. The Chair may choose to submit a report from the Committee highlighting any issues for Council's discussion or consideration.

## 5. Accountability & Reporting Responsibilities

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- 5.1 The Committee is accountable to Council. The Committee should report its decisions to Council without disclosing the remuneration of any member of staff other than the Chief Executive and Registrar.

## 6. Other

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- 6.1 The Committee will review its effectiveness, including how it is performing against its terms of reference, on an annual basis and report the results to Council. This will comprise of its statement within the GOC annual report and accounts.
- 6.2 The Committee will review its terms of reference and recommend any changes it considers necessary to Council every three years.

## 7. Authority

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- 7.1 The Committee is authorised by Council to seek such information as it may reasonably require from any employee or member of Council to fulfil its remit. Individual members of the Committee can request information via the Chair of the Committee and the Chair of Council. Such requests must outline the purpose for which the information is requested, and any information made available will be circulated to the Committee as a whole. The Chief Executive and Registrar, with the agreement of the Chair of Council, can refuse an information request where it is reasonably believed that disclosure is not in the interests of the GOC, its regulatory purpose or the pursuit of its charitable objectives.
- 7.2 The Committee is authorised to appoint remuneration consultants, in consultation with the Director with responsibility for People and Culture. to advise the Committee.