

WILTSHIRE FRIENDLY SOCIETY LIMITED
STAFFING, SALARIES & NOMINATIONS COMMITTEE
TERMS OF REFERENCE

1. CONSTITUTION & AUTHORITY

The Staffing, Salaries & Nominations Committee (the Committee) is set up by resolution of the Board of Management (the Board) and under its direct authority. The Committee is authorised to review and to make recommendation only in respect of staff remuneration, senior appointments and their related terms. The final decision in all such matters is reserved to the Board.

2. PURPOSE

- a. To consider the terms and conditions of employment of:
 - i. the Chief Executive;
 - ii. where not delegated to the Chief Executive under Rule 16.7, senior management and operational staff;and their remuneration and to review these on a regular basis, at least annually, and to make recommendation to the Board accordingly.
- b. To consider:
 - i. the terms and conditions of employment of members of the Board;
 - ii. at least every two years, the constitution, balance of skills, experience, independence and knowledge of the Board;
 - iii. and to ensure timely succession planning is in place.
- c. When instructed by the Board, to consider nominations for appointment to the Board and to conduct the process whereby prospective Board members are selected and, following appointment in accordance with the Society's Rules to oversee the induction process(es).

3. MEMBERSHIP

The Committee will comprise of three non-executive members of the Board one of which is to be appointed the Chairman of the Committee. The Chairman of the Board and the Chief Executive are not to be a member of the Committee. The Chief Executive will attend meetings in an advisory capacity and will withdraw when consideration of his own remuneration or contract is to be considered. The Chairman of the Board will attend as an objective appeal. No member of Committee is to be present when matters directly pertaining to him are discussed (as opposed to matters pertaining to all Board members as a group).

4. MEETINGS

Meetings shall take place against a pre-determined timetable, at least twice per year, normally in May and November. Apart from other agenda items to be agreed from time to time, the November meeting is to consider and make recommendation regarding remuneration to be paid during the following year, and the May meeting is to consider the composition and skills mix of the Board and Board Committees. Meetings in respect of Nominations will take place as required.

5. ROLE & RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:-

“Remuneration” is deemed to include all aspects of remuneration including, without limitation, salary, annual and long term bonus, benefits in kind and pension entitlements.

- a. Appointing external advisers as necessary for the Committee to carry out its duties and agreeing the terms of such appointments including the remuneration of the appointees.
- b. Taking due regard of Society Rule 13, reviewing and recommending the remuneration of the Board and the terms of engagement of individual Board members.
- c. Taking due regard of Society Rule 16, reviewing and recommending the remuneration of the Chief Executive and the terms of his contract of service. If the role of Secretary does not rest with the Chief Executive, the Committee will ensure that a separate and appropriate Terms of Reference is in place.

WILTSHIRE FRIENDLY SOCIETY LIMITED
STAFFING, SALARIES & NOMINATIONS SUB-COMMITTEE
TERMS OF REFERENCE

5. **ROLE & RESPONSIBILITIES** cont.

- d. Taking due regard of Society Rule 16, reviewing and recommending the remuneration and employment terms of senior management.
- e. Reviewing, annually, the composition and skills of the Committee and to ensure suitable and timely succession planning is in place.
- f. To determine targets for any performance-related pay schemes operated by the Board. For Executive Directors, the Committee will ensure that the provisions of Schedule A of the Annotated Combined Governance Code (the ACGC) are met.
- g. Reviewing annually, at the end of each year, all staff remuneration and recommending salary levels for the ensuing year.
- h. On recommendation from the Chief Executive agreeing the terms and remuneration under which junior staff are appointed or promoted.
- i. Dealing with staff matters referred by the Chief Executive.
- j. Dealing with staff grievances or disciplinary matters in accordance with the Society's relevant procedures.
- k. To advise on employee benefit structures and any changes thereto.
- l. Ensuring contractual arrangements for termination of employment, and any related payments made, are fair both to the individual concerned and to the Society.
- m. Establishing the selection criteria, selecting, appointing and setting the terms of reference of any external consultants who advise the Committee and the Board.
- n. Agreeing the policy for authorising claims for expenses from the Chief Executive.
- o. Ensuring that provisions regarding the disclosure of remuneration as set out in the ACGC are met.
- p. Reporting the frequency of and attendance by members at meetings of the Board and Board Committees in the Society's annual Financial Statements.