

East of England Development Agency

Terms of Reference for the Remuneration and Selection Committee

Constitution

1. As of the 1 September 2003 the Board hereby resolves to establish a Committee of the Board to be known as the Remuneration and Selection Committee.

Membership

2. The Committee shall be appointed by the Board, and shall consist of the Chair of EEDA Board and at least four Board members including a Deputy Chair. The Committee shall be chaired by a Board member elected annually at the first meeting of the Committee. The Chair of the committee may authorise substitute Board members where appropriate.
3. A quorum of the committee shall be half of the number of full members of the committee (rounded down).

Attendance at Meetings

4. The Chief Executive and the Deputy Accounting Officer may attend the meetings, except for those parts of the meeting where they have a direct personal interest in the matters under discussion.

Frequency of Meetings

5. The Chair of the Remuneration and Selection Committee may call meetings if circumstances make it advisable. At least two clear days notice shall be given of the meeting and the business to be transacted.

Authority

6. The Committee is authorised by the Board to investigate any activity within its duties. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee.
7. The Committee is authorised by the Board to obtain outside legal or other independent professional advice at EEDA's expense and to secure the attendance of outsiders with experience and expertise if it considers this necessary. The Board shall be informed if this is done.

Duties

8. The duties of the committee shall be:
- a) Approval to the remuneration, terms and conditions and job description of the Chief Executive and Executive Directors
 - b) Considering the performance targets and annual performance appraisals of the Chief Executive and Executive Directors
 - c) Approving performance related pay recommendations for the Chief Executive and Executive Directors
 - d) Sitting as a panel for the appointment of the Chief Executive
 - e) Agreeing arrangements for appointments panels for Executive Director level posts
 - f) Agreeing arrangements for appointments panels for Directorships of subsidiary companies owned by EEDA.
 - g) Considering the annual Remuneration Report for inclusion in EEDA's statutory report and accounts

Reporting Procedures

9. Summary of the decisions of the Remuneration and Selection Committee will be reported to the Board directly following the meeting.
10. Hard copies of papers for the Committee will be distributed to all Board members on the Committee and electronic copies will be emailed to all other Board members for their information. The agreed minutes of the Remuneration and Selection Committee meetings will be reported to the next meeting of the Board.
11. Information papers can be emailed to Committee members for comment in between scheduled Committee meetings. The use of this procedure must be authorised by the appropriate Head of Service, and the documents sent to Committee members for comments outside scheduled Committee meetings will be uploaded and published on the EEDA website along with all the papers for the next scheduled meeting of the Committee, unless such papers are marked as confidential. Link to full details of the procedure: [Information papers for Committee's Comment](#)

Terms of Appointment

12. The Chair and a Deputy Chair of EEDA Board shall remain members of the Remuneration and Selection Committee throughout the duration of their appointments.
13. Other Board members shall be appointed to the Committee for fixed terms not exceeding the abolition of the agency

Chair's Action

14. The Chair shall be authorised to deal with matters of an urgent nature on behalf of the Remuneration & Selection Committee, and any decisions taken will be reported to the next meeting of the Committee

Review of Terms of Reference

15. The Committee shall review these Terms of Reference at least annually and update them as required.