

## Children's Hearings Scotland

### Remuneration and Appointments Committee

#### Terms of Reference

##### 1. Constitution

1.1 The Board of CHS hereby resolves to establish a committee of the Board to be known as the Remuneration and Appointments Committee.

##### 2. Membership

2.1 The members of the committee are appointed by the Board from its membership. There is a minimum of three members of the committee, including the Chair of the committee.

2.2 The Deputy Chair of CHS Board chairs the committee. The committee determines the procedure to appoint its Deputy Chair. If the Chair of the committee is absent from the meeting, his/her Deputy chairs the meeting and assumes all the functions and authority of the Chair. All members are appointed for a three year term, which can be extended for up to a maximum further three years.

2.3 The Committee may appoint a substitute drawn from the membership of the Board of CHS.

2.4 A committee substitute may participate at a committee meeting in place of a member where a committee member—

- (a) is unavailable for a committee meeting (or any committee activity taking place other than at a meeting) because of illness, family circumstances, adverse travel conditions beyond the member's control, a requirement to attend to other urgent business; or
- (b) has ceased to hold that office and a replacement committee member has yet to be appointed.

2.5 When a committee substitute attends a meeting (or other committee activity), he or she assumes the full rights of an ordinary member of the committee. In particular, the substitute can vote and is entitled to receive all committee papers.

2.6 The Chair of the Board is not a committee substitute.

### **3. Authority**

3.1 The committee is authorised by the Board to review and approve any activity within its Terms of Reference (ToR). In so doing, the committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this is necessary, subject to budgets agreed by the Board.

### **4. Meetings and Quorum**

4.1 The RAC meets at least twice a year subject to the possibility of cancelling a meeting should it not be required. The Chair of the committee may convene additional meetings as he/she deems necessary. Committee meetings are held in private and may be held virtually if required.

4.2 The Chair of the Board may also ask the Chair of the committee to convene further meetings to discuss particular issues on which he/ she wants the Remuneration and Appointments committee's advice.

4.3 A minimum of two members of the committee must be present for the meetings to be deemed quorate. To ensure that the meeting is quorate, committee substitute(s) may be required to attend.

4.4 If any matter falls within the remit of more than one committee, the committees concerned may, if they wish, seek the agreement of the Board to meet jointly.

### **5. Decisions and voting**

5.1 Where consensus on a decision is not arrived at and a vote is necessary, members should refer to, and apply, the procedure laid out in CHS Board Standing Orders under paragraph 9.1.

### **6. Attendance**

6.1 The National Convener/ Chief Executive Officer and the Depute Chief Executive are required to attend each meeting.

6.2 The Remuneration and Appointments committee may require any other officials to attend to assist it with its discussions on any particular matter.

6.3 The committee may ask any or all of those who normally attend and who are not members of the committee, to withdraw to facilitate open and frank discussion of particular matters. No attendee should be present for discussion of his/her own remuneration and conditions of service.

## **8. Secretariat**

8.1 The Executive Assistant provides a secretarial support service to the committee.

8.2 The agenda and meeting papers are issued to members at least seven calendar days prior to the meeting unless agreed otherwise.

8.3 The Executive Assistant minutes the proceedings and resolutions of all committee meetings including the names of those present and in attendance.

8.4 Minutes of every committee meeting are circulated to the Chair for approval and approved minutes referred to the Board for noting as soon as practical.

## **9. Reporting**

9.1 The committee reports back to the Board after each meeting.

9.2 The committee reports on its activities, to the extent that it can, without breaching confidentiality, in the CHS Annual Report and Accounts.

## **10. Responsibilities**

10.1 The committee—

- Approves the procedures/policies and any changes in procedure/policies for CHS staff for
  - the setting of performance objectives for senior staff
  - the appraisal of performance for senior staff
  - the scale rates applicable to the various grades within CHS
  - the recruitment process;
  - and any other remuneration strategies and policies.
- Approves CHS' employment policies and their revision from time to time.
- Reviews the objectives of senior staff annually.
- Approves the annual pay remit for submission to the Scottish Government.
- Approves the recruitment process for the NC/ Chief Executive and Depute Chief Executive posts, when a vacancy arises.
- Formulates proposals for the Chief Executive's salary progression and other aspects of his/her remuneration for recommendation to the Scottish Government.
- Notes the Remuneration report in the CHS Annual Report and Accounts and seek assurance it fulfils disclosure requirements.
- Periodically reviews the Board Code of Conduct and other relevant CHS policies.
- Considers the redundancy, early retirement or severance arrangements in respect of all CHS staff, excluding retirement on grounds of ill-health, and approve these or refer to CHS Board as it sees fit.

- Approves any Employment Tribunal settlement.

10.2 Where a question arises about whether a matter is within the committee's Terms of Reference, it is for the Board, after consultation with CHS Senior Management Team as appropriate, to decide.

#### **11. Review:**

11.1 The committee reviews its Terms of Reference annually. Proposals for amendment to the terms are submitted to the Board for formal approval.

11.2 The committee reviews its own effectiveness annually.