Terms of Reference for the Remuneration and Nominations Committee of Orwell Housing Association Limited

Membership

The Board will appoint a Remuneration and Nominations Committee comprising the Chair of the Board, the Vice-Chair of the Board and up to two Board members or co-optees.

Chair

The Chair of the Committee is the Vice-Chair of the Board as detailed in the Board Renewal and Succession Policy.

Attendance

The Chief Executive and the Director of People and Culture will ordinarily attend all meetings. Other Directors, Assistant Directors, Resident Group members, members of Orwell's management and other external advisors may attend meetings in whole or in part if invited by the Committee. The Remuneration and Nominations Committee can, if necessary, meet without any Officers being present.

Quorum & Decision Making

A quorum shall be three members, the Chair of the Board may co-opt any member of the Board as a non-voting member of the committee as deemed appropriate. Decisions will normally be made by consensus; on any vote the majority shall prevail. In the event of an equality of votes, the Chair shall have a casting vote. The Committee also acknowledges that the Board's decision may override any decision of the Committee.

Written Resolutions outside of Committee meetings require 75% member approval. Decisions will be noted at the next meeting.

Secretary

The Company Secretary or Deputy Company Secretary shall be the Secretary of the Committee.

Frequency of Meetings

The committee will hold a minimum of two meetings per year. Meetings outside the formal meeting programme will require a notice period of one calendar month, or in extraordinary circumstances agreement of all members of the Remuneration and Nominations Committee.

Key Individuals

Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals, including the Chair of the Board, all Committee Chairs, the Chief Executive and Directors. Other Committee members may maintain similar dialogues.

Purpose

The purpose of this Committee is to:

- Oversee arrangements for the appointment of Board members, the Chief Executive and Directors.
- Assist the Board in meeting its responsibilities regarding determination, implementation and oversight of remuneration arrangements to enable recruitment motivation and retention of Board members, the Chief Executive and Directors.

- Assist the Board by reviewing and making recommendations in respect of remuneration policies and framework for all Orwell employees.
- Review Board skills and succession planning including committee Chair succession.

<u>Responsibilities</u>

1.1 Nomination, Board Appraisals, Board Skills and Succession Planning

The Committee shall:

a) Oversee and support a formal, rigorous and transparent approach to selecting, interviewing and recruiting new Board members.
b) On at least an annual basis, receive from the Chair of the Board the outcomes and learning from the process of appraisal of all Board members.
c) Consider the effectiveness of the process of appraisal for Board members.
d) On at least an annual basis, carry out a skills review of Board members and assess the skills required by Orwell, commensurate with its business planning and strategic aims. Where there are skills gaps, the Committee will consider appropriate training/development or targeted recruitment.
e) Review plans for Board training and development.
f) On at least an annual basis, carry out a review of Board members planned retirement dates, consider skills gaps, succession planning, discuss and agree Board recruitment plans.
g) On at least an annual basis, carry out a review of Committee Chair succession planning requirements, consider any skills gaps, training/development requirements or targeted recruitment.

1.2 Remuneration

The Committee shall:

a) Review, approve and oversee all policies designated as appropriate to the Remuneration and Nominations Committee.
b) Determine the remuneration of the Chief Executive, taking into account an assessment of performance by the Chair of the Board and once determined, to make appropriate recommendations to Board.
c) Determine the remuneration of the Directors, taking into account an assessment of performance by the Chief Executive, and once determined, to make appropriate recommendations to Board.
d) Review and make recommendations to Board, where appropriate, in respect of remuneration and benefit arrangements and frameworks for all employees to ensure they support the strategic objectives, culture and values of Orwell. On a triennial basis, this will include consideration of market pay levels as recommended by external consultants.
e) Review and recommend to Board any bonus payments in excess of 5% of annual salary.
f) Recommend to Board the remuneration and benefits of Board members and Co-optees.
g) Receive and review the annual gender pay gap report.

1.3 Reporting Responsibilities

a) The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
b) Draft minutes of committee meetings shall be circulated promptly to the Chair of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.
c) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

1.4 Other Matters

The Committee shall:

a) Review and agree performance objectives for the Chief Executive as recommended by the Chair.
b) On a triennial basis, consider whether the Chief Executives contract should be externally reviewed.
c) Have access to sufficient resources to carry out its duties, including access to the company secretariat for assistance as required.
d) Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
e) Give due consideration to laws and regulations, and any other applicable Rules, as appropriate.
f) Oversee any investigation of activities which are within its terms of reference.
g) Arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

1.5 Authority

The Committee is authorised:

a) To seek any information, it requires from any employee of Orwell in order to perform its duties.
b) To obtain, at Orwell's expense, outside legal or other professional advice on any matter within its terms of reference and to meet such advisors without Officers being present.
c) To call any employee of Orwell to attend a meeting of the Committee as and when required.

Reviewed – December 2025