

# Remuneration Board Sub-Committee

## Terms of Reference

Cochrane’s Articles of Association provide the Governing Board with the power to appoint Board Sub-Committees, and to delegate to these Sub-Committees authority to undertake its duties or functions as required. People who are not Members of the Governing Board may be invited to participate accordance with the role and remit of the relevant Sub-Committee (Articles of Association Clause 19.6).

Committee	Remuneration Committee	
<b>Purpose</b>	The Remuneration Committee is responsible for ensuring the charity has transparent, appropriate, and fair remuneration for the Charity’s CEO and Co-Chairs that is aligned with the charity’s purpose and values.	
<b>Membership</b>	<ul style="list-style-type: none"> <li>• Catherine Marshall (Chair and Board Co-Chair)</li> <li>• Tracey Howe (Board Co-Chair)</li> <li>• Marguerite Koster (Board member)</li> <li>• Karen Kelly (Treasurer)</li> </ul> <p><i>Ex Officio Members in attendance</i></p> <ul style="list-style-type: none"> <li>• Casey Early, Head of Finance (Secretary)</li> <li>• Chris Champion, Head of People Services</li> </ul>	<ul style="list-style-type: none"> <li>• Appointed September 2019</li> <li>• Appointed September 2021</li> <li>• Appointed September 2019</li> <li>• Appointed September 2020</li> </ul>
<b>Chairing</b>	<ol style="list-style-type: none"> <li>1. attend the company’s annual general meeting to answer any shareholder questions that fall within the committee’s terms of reference, and</li> <li>2. prepare a statement for the annual remuneration report summarising the major decisions on directors’ remuneration, any substantial changes made during the year, and the context in which those changes occurred, and decisions have been taken</li> </ol>	<ul style="list-style-type: none"> <li>• Catherine Marshall, Committee Chair</li> </ul>

<b>Remit</b>	<p>The remit of the Remuneration Committee is to:</p> <ul style="list-style-type: none"> <li>• Recommend to the Board the remuneration packages for the Chief Executive Officer and Editor in Chief in line with the charity’s purpose and values, financial position, and market intelligence, and consideration of performance and development through the annual appraisal mechanism.</li> <li>• Ensure Cochrane remains a good employer and treats employees fairly when determining any salary and/or pension contribution increases.</li> <li>• Ensure the charity remains compliant with best practice and legal requirements related to remuneration in the countries in which the charity employs staff.</li> <li>• Recommend to the Board the remuneration for Board officers (Eg Co-Chairs) in accordance with the Articles of Association</li> </ul>
<b>Quorum</b>	<p>Quorum will be a minimum of two members.</p>
<b>Meetings</b>	<ul style="list-style-type: none"> <li>• The Committee will meet ad hoc when it may be necessary.</li> <li>• The Head of Finance (will normally be in attendance at all meetings).</li> <li>• Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities.</li> <li>• Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views.</li> <li>• Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required.</li> <li>• All decisions will be voted on by a simple majority of those present. In the case of equality, the Chair will have a casting vote.</li> </ul>
<b>Reporting mechanisms</b>	<ul style="list-style-type: none"> <li>• The Remuneration Committee reports directly to the Board.</li> </ul>
<b>Membership, Reporting and Assurance Arrangements</b>	<ul style="list-style-type: none"> <li>• All members of the Committee are appointed by the Board. The Committee shall consist of not less than two Trustees appointed by the Board in addition to the Chair.</li> <li>• The Chair will normally be the Chair or Deputy Chair of the Board and the Honorary Treasurer should also be member.</li> <li>• The Committee may co-opt members who in the opinion of the Committee will bring additional relevant skills to the Committee, but appointed members shall always form the majority.</li> <li>• The Committee, through its Chair, will provide routine written or verbal reports on its activities to the Governing Board and will seek a steer on any matters that require the decision of the Governing Board and/or their attention.</li> <li>• The Chair will conduct a formal evaluation of the effectiveness of the Committee on an annual basis with the support of the Governance Committee and the Committee’s Secretary. This will include a review of the membership and any proposed changes will be recommended to the Governing Board.</li> <li>• The Committee will provide an annual workplan and report to the Governing Board so as to provide clarity and assurance over anticipated future activities and performance against activities undertaken.</li> </ul>

	<ul style="list-style-type: none"> <li>An action log will be maintained that will identify individuals and appropriate timelines for specific tasks, progress against which will be actively monitored at subsequent meetings.</li> </ul>
<b>Record of Meetings</b>	<ul style="list-style-type: none"> <li>The Head of Finance will ensure that secretariat services are provided to the Committee, including the taking of minutes, record of attendance and distribution of papers.</li> <li>Approved minutes will be issued by the Head of Finance normally within 10 working days of the meeting and will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions.</li> <li>These minutes will be taken to the Committee for approval, and if requested, made available to the full Governing Board.</li> <li>The approved minutes will then be recorded in the Convene Document Library.</li> </ul>
<b>Review</b>	These Terms of Reference will be reviewed annually. Any changes that are considered necessary will be recommended to the Governing Board for approval.
<b>First prepared</b>	April 2017 Finance, Audit and Investment Committee
<b>Last updated</b>	5 May 2021
<b>Governing Board approved</b>	Updated by the Governance Committee, May 2021