Great Places Housing Group
Remuneration and Appraisal Committee Terms of Reference

1. Status and Authority
The Remuneration and Appraisal Committee ("the Committee") is a standing committee of the Board of Great Places Housing Group ("the Board" and "GPHG" respectively). The Committee acts under authority delegated by the Board and reports regularly to it.

The Committee has authority to investigate any activity within the scope of these Terms of Reference and to obtain such information and professional advice as it considers necessary to fulfil its responsibilities.

2. Purpose
The purpose of the Committee is to support the Board by providing oversight, assurance and recommendations in relation to:

- Executive and non-executive remuneration and reward arrangements;
- Board, Chair and Group Chief Executive appraisal, development and effectiveness;
- Board, committee and senior leadership succession planning; and
- Board composition, skills, experience, diversity and capacity.

3. Membership and Quorum

3.1 Membership

- The Committee shall comprise a minimum of three and a maximum of five non-executive members of the GPHG Board, appointed by the Board.
- The Board Chair may be a member of the Committee but shall not chair it.
- Membership shall not include executive directors, co-opted committee members who are not GPHG Board members, colleagues, or customer committee members (unless they are non-executive Board members).

3.2 Attendees

- The Group Chief Executive, Chief Transformation Officer, Director of People and other senior managers may attend meetings by invitation of the Committee Chair.
- Invitees attend at the discretion of the Chair and shall have no decision-making authority.

3.3 Conflicts of Interest

- Where a material conflict of interest arises, the individual concerned shall withdraw from the meeting for the relevant item and shall not participate in the discussion or decision-making.

3.4 Quorum

- The quorum shall be two Committee members.

4. Meetings

- The Committee shall meet **at least four times** in each financial year.
- Additional meetings may be convened at the request of the Committee Chair as required.

5. External Advice

The Committee may engage external professional advisers, commission reports, or obtain surveys or other information as it deems necessary to discharge its responsibilities. The Committee shall have authority to appoint and oversee such advisers. Any costs incurred shall be borne by GPHG within Board-approved budgetary limits.

6. Responsibilities

Unless otherwise directed by the Board, policies and formal reviews within the Committee's remit shall be reviewed on an annual, biennial or triennial basis as appropriate, or earlier where required by regulatory change, organisational need or material risk.

6.1 Remuneration and Reward

The Committee shall:

- Review annually and recommend to the Board the remuneration, benefits and any performance-related pay arrangements for the Group Chief Executive and Executive Directors, in accordance with the Group's Executive Remuneration Policy;
- Review annually management proposals for the colleague pay award and recommend to the Board the overall approach;
- Oversee biennial independent reviews of Non-Executive Directors remuneration and recommend outcomes to the Board in accordance with the Non-Executive Remuneration Policy;
- Review executive contractual terms against sector norms and good practice and recommend any material changes to the Board;
- Review and recommend to the Board any material changes to pension arrangements;
- Ensure appropriate remuneration disclosures are made in the financial statements.

6.2 Policies and Documents within Remit

The Committee shall review and recommend to the Board for approval any material changes to policies and documents within its remit according the required frequency, including but not limited to:

- Executive Remuneration Policy;
- Non-Executive Remuneration Policy;
- Non-Executive Expenses Policy.
- CEO Nominated Deputy Policy.
- Deeds of Appointment for NEDs and Committee Members

6.3 Appraisal, Development and Effectiveness

The Committee shall:

- Oversee and provide assurance to the Board on arrangements for annual appraisal of the Group Chief Executive;

- Develop and oversee the framework for appraisal of the Board, its committees and individual Board Members, including the Chair;
- Review and approve proposals for Board Member induction, development, training and support, and monitor their effectiveness;
- Review annually the time commitment required of non-executive Board Members.

6.4 Board Composition and Capability

The Committee shall:

- Advise the Board on the skills, experience, independence and diversity required for the Board, its committees and subsidiary boards, having regard to the Group's strategic direction;
- Evaluate the balance of skills, experience and diversity on the Board;
- Review and approve role profiles for the Board Chair, Committee Chairs and Board Members, notifying the Board of any material changes;
- Make recommendations to the Board on Board and committee composition, including periodic review of the number of executive directors on the Board.

6.5 Succession Planning and Appointments

The Committee shall:

- Review annually and recommend to the Board a long-term Board succession plan to ensure orderly refreshment and continuity;
- Review annually management proposals for succession to key senior leadership roles;
- Review Group Chief Executive recommendations for appointments to or dismissals from the Executive team and recommend to the Board as appropriate;
- Lead and oversee the process for identifying, assessing and recommending candidates for appointment as non-executive Board Members;
- Lead the recruitment process for the Group Chair in accordance with the Board Succession, Recruitment and Development Policy.

7. Reporting and Accountability

- The Committee Chair shall report to the Board after each meeting.
- Minutes of Committee meetings shall be made available to the Board and may be redacted where sensitive matters are discussed.
- The Committee shall provide an annual report to the Board outlining its activities, effectiveness and priorities for the forthcoming year.

8. Review of Effectiveness and Terms of Reference

- The Committee shall undertake an annual review of its effectiveness against these Terms of Reference and report the outcome to the Board.
- The Committee shall review these Terms of Reference annually and recommend any changes to the Board for approval.