

FINANCIAL SERVICES COMPENSATION SCHEME

TERMS OF REFERENCE

REMUNERATION AND PEOPLE COMMITTEE

Membership

1. Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three members, all of whom shall be independent non-executive directors and one of whom shall be appointed by the Board as the Committee Chair. Before appointment as Committee Chair, the appointee should preferably have served on a remuneration committee for at least 12 months. The Chair of the Board may be a member of, but not chair, the Committee.
2. Only members of the Committee have the right to attend Committee meetings, although others may be invited to attend for all or part of any meeting as and when appropriate.

Duties

3. The Committee shall:

People

- (a) oversee the development, performance and use of people within FSCS;
- (b) assist the Chief Executive in formulating a people strategy to support the organisation's vision and values;
- (c) oversee and receive reports on the Board's engagement with FSCS's workforce, including on matters relating to workforce policies and practices and their alignment with FSCS's purpose, values and strategy; the Committee Chair shall be the designated non-executive director leading on workforce engagement and shall provide reports to the Committee and the Board as considered appropriate;
- (d) review FSCS's succession planning process generally and provide relevant input to the Chief Executive;
- (e) oversee medium-term organisational development;
- (f) contribute to and monitor the development of a desired culture for the organisation in discharging its other responsibilities, with the Board taking overall responsibility for organisational culture;

- (g) oversee diversity and inclusion;

Organisation-wide remuneration

- (h) approve and, from time to time, review the company's high-level remuneration policy, having regard to the organisation's strategy for engaging FSCS people in the work of the organisation and the approach to the development of FSCS's people and to the balance of internal and external skills needed to deliver effectively FSCS's business model;
- (i) as part of 3(h) above, consider and advise the Board on the approach to the use of remuneration below executive director level to recruit, retain and motivate FSCS's people and, specifically, to advise the Board on (i) the annual pay uplift to be built into the budget and business plan for the year ahead (ii) the size of the bonus pool as a proportion of the salary bill to recognise achievement in the previous year and (iii) proposals for major changes in employee benefit structures. Decisions about the pay and bonuses to be awarded to individuals below executive director level will be taken by the Chief Executive in conformity with remuneration policies agreed by the Committee;
- (j) review the approach to compensating FSCS people below executive director level for loss of employment to ensure a fair balance is struck between the interests of the people concerned and the levy payer;

Executive remuneration

- (k) approve and, from time to time, review the executive director remuneration policy. No executive director shall be involved in any decisions about their own remuneration;
- (l) in determining such policy, take into account all factors which it deems necessary and have regard to the principles and provisions of the UK Corporate Governance Code, including the requirements for clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture. The objective of such policy shall be to ensure that executive directors are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company. Such policy should ensure that executive director remuneration is aligned to company purpose, be clearly linked to the company's strategy, be appropriately competitive and be in the best interests of the company and its stakeholders;
- (m) by reference to the executive director remuneration policy, review and approve the design of any performance-related bonus scheme and pension arrangements for executive directors;

- (n) within the terms of the agreed policy and in consultation with the Chair and/or Chief Executive as appropriate, approve (or, in the case of the Chief Executive's remuneration, make recommendations to the Board for the approval of) the total individual remuneration package of each executive director, including bonuses, pension rights and other benefits, and where the relevant executive director is to be appointed the first such approval shall take place prior to appointment;
- (o) approve the key terms of any contract of employment of an executive director prior to his or her appointment and, by reference to the executive director remuneration policy and in accordance with 3(m) above, approve the total individual remuneration package of such executive director prior to his or her appointment;
- (p) ensure that the contractual terms and any compensation payments to executive directors on termination are fair to the individual and the company, whilst also ensuring that failure is not rewarded;

Other

- (q) be responsible for selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee on matters falling within its remit.

Authority

- 4. The Committee is authorised by the Board to:
 - (a) carry out its review and decision-making functions within its terms of reference;
 - (b) seek any information it requires from any employee of the company in order to perform its duties; and
 - (c) obtain, at the company's expense, outside legal or other professional advice on any matter within its terms of reference.

Meetings

- 5. The Committee shall meet at least twice a year, and at other such times as the Chair of the Committee shall require, dates of meetings being notified by the Company Secretary as and when arranged.
- 6. The Company Secretary, or their nominee, shall act as the secretary of the Committee, and shall minute the proceedings and resolutions of all Committee meetings. Minutes of Committee meetings shall be circulated to Committee members for approval.

7. The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
8. In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair the meeting.

Reporting Responsibilities

9. The Committee Chair or their nominee shall report formally to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities. Minutes of Committee meetings shall be circulated to all members of the Board, unless a conflict of interest exists.
10. The Committee, through the Committee Chair as required, shall refer any matter or make whatever recommendations to the Board it deems appropriate on any area within its remit where action is needed.
11. The Committee shall ensure that an appropriate statement of its activities is made in the company's Annual Report.

Other

12. The Committee or the Board (as agreed from time to time) shall evaluate the performance of the Committee on an annual basis.
13. The Committee shall review and update its terms of reference from time to time and receive approval of changes from the Board.

(Reviewed 10 October 2023)