

WEA Remuneration Committee Terms of Reference

Last Updated: 23 October 2023

Date of approval by Board of Trustees: 14 December 2023

Purpose of the Committee

The Remuneration Committee shall set the Remuneration Policy for WEA's Senior Post Holders as designated by the Board of Trustees through annual review of their pay and conditions. For the avoidance of doubt, WEA's senior post holders are the Chief Executive & General Secretary, the Director of Finance & IT, and the Director of Governance & Company Secretary, and any others who may be designated by resolution of the Board of Trustees from time to time.

Membership

The membership of the Remuneration Committee will be as follows:

- Vice Chair of Trustees (who shall Chair the Committee);
- Chair of Trustees;
- WEA President;
- Chair of the People Committee; and
- Chair of the Finance & Capital Resources Committee.

Members of the Remuneration Committee may appoint up to two co-opted members external to the Association, subject to the approval of the Board of Trustees. Any coopted member so appointed shall serve for a term of two years, renewable at the discretion of the Board of Trustees.

The Director of People & Culture will normally attend meetings of the Remuneration Committee. The Chief Executive & General Secretary may be invited to attend meetings of the Committee but shall not attend when their own remuneration is discussed.

Secretariat shall be provided by the Director of Governance & Company Secretary, who shall nominate a representative to attend when their remuneration is discussed.

Quorum

A quorum shall be three Trustee members of the Remuneration Committee.

Frequency and Format of Meetings

The Remuneration Committee will meet at least annually, and more often as required. These meetings will be coordinated with the Trustee and Committee calendar so that the Committee's work can dovetail with that of the other Trustee Committees and the Board of Trustees. Meetings may be held virtually, and decisions or recommendations agreed by correspondence, at the discretion of the committee members.

Reporting

The WEA

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The Board of Trustees will receive confidential minutes of Remuneration Committee meetings.

Responsibilities

1. To agree the Remuneration Policy for senior post holders.
2. To agree the remuneration package for each senior post holder, and conduct an annual review of their pay and conditions.
3. To undertake any other tasks or functions as may be determined by the Board of Trustees.

Review of the Terms of Reference

The committee shall, at least once a year, review its own performance and Terms of Reference to ensure they remain relevant and appropriate.

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