

# Time Finance Terms of Reference Remuneration Committee

## Version Control

No.	Last Amended	Reason for Amendment
02	01 March 2022	Annual Review

## Review and Sign Off

Date	Name / Committee and Designation
01 March 2022	Tanya Raynes/ Chair

## Summary Information

<b>Document Owner</b>	Time Finance Chair
<b>Related Policies and Procedures</b>	<ul style="list-style-type: none"> <li>- Nominations Committee TOR</li> <li>- Audit Committee TOR</li> <li>- Risk &amp; Compliance Committee TOR</li> </ul>
<b>Monitoring/Reporting Requirements</b>	<b>Communication and Distribution</b>
	Located on Time Finance website
<b>Document Review Period</b>	<b>Introduced</b>
	October 2018

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## 1. Membership

- 1.1 The committee shall comprise at least three members, of which two shall be independent non-executive directors.
- 1.2 Members of the committee shall be appointed by the board on the recommendation of the nomination committee and in consultation with the chair of the remuneration committee. Appointments shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members **continue to be independent**.
- 1.3 Only members of the committee have the right to attend committee meetings although other individuals may be invited to attend all or part of any meeting as and when considered appropriate.
- 1.4 The board shall appoint the committee chair. In the absence of the committee chair and/or an appointed deputy at a committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

## 2. Meetings

- 2.1 The company secretary, or their nominee, shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.
- 2.2 The quorum necessary for the transaction of business shall be two members.
- 2.3 The committee shall hold such number of meetings as may be required to meet its responsibilities but shall meet at least once per annum, and be timed to allow the remuneration committee to oversee the company's remuneration process.
- 2.4 The secretary of the remuneration committee shall circulate the minutes of the remuneration committee meetings, promptly to all members of the remuneration committee and to such other senior executives as the remuneration committee in its discretion shall decide.

## 3. Engagement with shareholders

The committee chair should attend the annual general meeting to answer any shareholder questions on the committee's activities. In addition the committee chair should seek engagement with shareholders on significant matters related to the committee's areas of responsibility.

## 4. Duties

The remuneration committee shall have delegated responsibility, within the following parameters, for setting remuneration for all executive directors as well as sanctioning any packages together with bonuses and pay rises of any employee whose salary exceeds £75,000. No director shall be involved in decisions on their own pay.

The remuneration committee shall:

- 4.1 Have delegated responsibility for determining the policy for directors' remuneration and setting remuneration for the company's chair and executive directors and senior management, including the company secretary.
- 4.2 Establish remuneration schemes that promote long term shareholding by executive directors that support alignment with long-term shareholder interests, with share awards subject to appropriate vesting and holding periods.
- 4.3 Design remuneration policies and practices to support strategy and promote long-term sustainable success, with

executive remuneration aligned to company purpose and values, clearly linked to the successful delivery of the company's long-term strategy.

- 4.4 No director or senior manager shall be involved in any decisions as to their own remuneration outcome.
- 4.5 The executive directors should determine the remuneration of the non-executive directors within any limits set in the Articles of Association.
- 4.6 In determining remuneration policy, take into account all other factors which it deems necessary including relevant legal and regulatory requirements. The objective of such policy shall be to attract, retain and motivate executive management of the quality required to run the company successfully without paying more than is necessary, having regard to views of shareholders and other stakeholders.
- 4.7 Review the ongoing appropriateness and relevance of the remuneration policy
- 4.8 Within the terms of the agreed policy and in consultation with the chair and/or chief executive, as appropriate, determine the total individual remuneration package of each executive director and senior managers including bonuses, incentive payments and share options or other share awards.
- 4.9 Review the design of all share incentive plans for approval by the board and, where required, shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards for executive directors and senior managers, and the performance targets to be used.

## 5. Reporting responsibilities

- 5.1 The committee chair shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities, including recommendations and action to be taken.
- 5.2 The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for board discussion when necessary.
- 5.2 The committee shall provide a description of its work in the company's annual report in line with the requirements of the UK Corporate Governance Code.
- 5.3 The committee shall also ensure that provisions regarding disclosure of information as set out in The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations and the Code are fulfilled, and that a report on the directors' remuneration policy and practices is included in the company's annual report and put to shareholders for approval at the AGM as necessary.
- 5.4 Update the board regularly about remuneration committee activities and make appropriate recommendations.

## 6. Other matters

The committee shall:

- 6.1 The remuneration committee shall review its collective performance and that of its individual members on a regular basis.
- 6.2 Members of the remuneration committee should seek continually to develop and refresh their knowledge of current remuneration practices.

## 7. Authority

- 7.1 The committee is authorised by the board to obtain, at the company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so
- 7.2 The remuneration committee shall review the terms of reference annually and discuss any proposed changes with the board