Albyn Housing Society

Remuneration Committee Remit

Key Updates	Approval	Date
Remit agreed	Board	15 Dec 2020
Independence of Chair / ability to seek counsel	Board	24 May 2022
CEO recruitment duties / update of remuneration duties to reflect Executive Pay Policy / housekeeping	Board	30 Jun 2026

1. Purpose

1.1 The Board of Albyn Housing Society (the 'Albyn Board') has overall responsibility for the conduct and control of Albyn Group business.

1.2 In accordance with the remit of the Albyn Board, the Society Rules and Albyn Board Standing Orders, authority for overseeing the effective discharge of the responsibilities of the Albyn Board has been delegated to the Remuneration Committee ('the Committee') in respect of:

- Remuneration of the Directors, Executive Directors, Deputy Chief Executive Officer (Deputy CEO), and Group Chief Executive Officer (Group CEO)
- Recruitment of the Group CEO for Albyn Group.

1.3 This remit sets out those areas of responsibility that have been delegated to the Committee and identifies those areas where authority is reserved to the Albyn Board. In the event of any doubt about the extent of the Committee's authority, the matter should be referred to the Albyn Board.

2. Membership

2.1 The Board of Albyn Housing Society will appoint the membership of the Committee on an annual basis, and this shall be done in consultation with the Chair of Committee.

2.2 The Board of Albyn Housing Society will appoint the Chair of the Committee. The Chair of the Society shall not be eligible to be appointed as Chair of the Committee.

2.3 The Chair of the Committee will not hold the position of Chair for any other Albyn Committees.

2.4 The Committee will comprise of not less than three Board members, including the Chair of the Committee.

2.5 In the absence of the Committee chair, the remaining members present shall elect one of themselves to chair the meeting.

2.6 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Group CEO, the Head of Human Resources (Head of HR), and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

3. Secretary

3.1 The Corporate Governance Manager 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 them.

4. Quorum

4.1 The quorum necessary for the transaction of business shall be three.

5. Frequency of meetings

5.1 The Committee shall meet at least twice a year and otherwise as required. Meetings of the Committee may be held and resolutions of the Committee made by any means permitted in the Rules of Albyn Housing Society for a meeting or resolution of the Albyn Housing Society Board.

6. Notice of meetings

6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than a week before the date of the meeting.

6.2 Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

7. Minutes of meetings

7.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes will be circulated to the Albyn Housing Society Board.

8. Duties generally

8.1 In performance of any activity under its terms of reference, the Committee shall have regard to the Regulatory Framework of the Scottish Housing Regulator.

9. Executive Remuneration duties

9.1 The Committee shall:

- Recommend for approval by the Albyn Board, the policy for the remuneration of the Directors, Executive Directors, Deputy CEO, and Group Chief Executive Officer
- When setting remuneration policy for the Directors, Executive Directors, Deputy CEO, and Group CEO, the Committee will have knowledge and regard for the remuneration arrangements for staff.
- Ensure that the Directors, Executive Directors, Deputy CEO, and Group CEO are provided with appropriate incentive to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of Albyn.
- Ensure that the requirements of the Executive Pay Policy are carried out, including but not limited to consideration of:
    - Executive pay benchmarking
    - Executive cost of living award
    - Other executive benefits
- Review that the implementation of any contractual terms and any payments made on termination, are fair to the individual and Albyn; that failure is not rewarded and the duty to mitigate loss is fully recognised.

9.2 The Directors, Executive Directors, Deputy CEO, and Group CEO will not be involved in any decisions as to their own remuneration outcome.

9.3 The Committee has delegated authority to establish the terms of reference for the appointment of any consultants regarding executive pay and benefits as necessary to advise the Committee on issues within its terms of reference.

9.4 The Head of HR will provide corporate support to the Committee in order for it to perform these duties.

10. Group CEO Recruitment duties

10.1 The Committee shall:

- Recommend for approval by the Albyn Board, the appointment of a candidate for the position of Group CEO, following recruitment activities.

- Have delegated authority to agree the following activities for the recruitment of the Group CEO, with due regard for the Group Recruitment & Selection Policy:

  - The communication plan
  - The recruitment schedule
  - The advert, recruitment pack and recruitment timetable
  - The selection and end-to-end process
  - The short-list
  - The format of all interviews as determined as part of the selection process.
  - The composition of all interview panel or panels as determined as part of the selection process; the Chair of Albyn Board must be involved in at least one of the interview panels
  - Selection for second/final interviews
  - The recommended appointee for the role at the completion of the full process

10.2 The Committee has delegated authority to establish the terms of reference for the appointment of any consultants regarding Group CEO recruitment necessary to advise the Committee on issues within its terms of reference.

10.3 The Head of HR will provide corporate support to the Committee in order for it to perform these duties.

10.4 Where there is the possibility that internal candidates may apply for the position of Group CEO, the Committee shall consider the management of potential (and perceived) conflicts of interest.

11. Reporting

11.1 The Committee chair shall provide a high level summary report to the Albyn Board on its proceedings after each meeting and on all matters within its duties and responsibilities.

11.2 The Committee shall make whatever recommendations to the Albyn Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Review

12.1 The Committee shall annually review remit to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Group Board for approval.