



Terms of Reference for Committees

Remuneration & Governance Committee

Company Details

Ekaya Housing Association Limited

Head Office Address & Contact Details

145 Stockwell Road

London SW9 9TN

Telephone No: 020 7091 1800

Website: www.ekaya.co.uk

Status

Registered with and regulated by the Regulator of Social Housing (RSH) under Registration No: LH3940

An organisation with charitable status registered under the Co-operative and Community Benefit Societies Act 2014: FCA Mutual Societies No: 25683 R

Terms of Reference for Committees

The Association has three Committees, the Audit & Risk Committee, Policy & Performance Committee and the Remuneration & Governance Committee, which are given delegated authority from the Board. The Audit & Risk Committee is responsible for the overseeing of all internal and external audits of the Association. The Chair of this Committee is required to make reports to the Board. The reports will include the minutes of the Committee meeting and any new policies or major changes in existing policies for endorsement, adoption or note.

Remuneration & Governance Committee

Responsibilities

The Remuneration & Governance Committee is a Committee of the Board of Ekaya Housing Association and is responsible to the Board of Ekaya Housing Association for:-

Membership & Quorum

1. The Remuneration & Governance Committee shall be made up of the Chair of the Board, the Vice-Chair and the Chairs of the other Committees.
2. The quorum for the Remuneration & Governance Committee necessary for the transaction of business shall consist of two (2) Board members, one of whom must be the Chair of the Audit & Risk committee, present in person or by internet or telephone conferencing facility. No executive staff may be a member of the Committee.
3. Although a member of the Committee, the Chair of the Board cannot be the chair of the Remuneration & Governance Committee.
4. The Board will review the overall membership of the Committee (including length of service) from time to time based on the changing needs of the Association and the skills needed.

Attendance & Frequency of Meetings

5. The Remuneration & Governance Committee shall meet once per annum, and otherwise as required.

Staff in attendance at the Committee meeting will usually include:

6. Staff may attend and report at the meeting, as appropriate. Attendees will usually include:
 - Appropriate Members of the Senior Management Team (SMT) e.g. The CEO and the Director of Finance & Resources
 - The Company Secretary and minute taker (if not the Company Secretary)
 - Other professional advisors, as required

- Other staff as required.

Voting

7. Decisions will normally be made by general consensus but for the avoidance of doubt, each member present in person shall have one vote. In the case of an equality of votes, the Chair will have a second or casting vote.

Reporting

8. Draft minutes of Committee meetings should be sent to the Committee Chair for approval within seven working days of the meeting and the following timescales will then apply as far as is reasonably practical:
 - the Chair will respond within five working days
 - the draft minutes will be circulated within 15 working days of the meeting thereafter to all Committee members.
9. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. Draft minutes, once approved by the Committee Chair and circulated to the Committee, will be presented to the next Board meeting for noting. Any recommendations from the Committee will be considered by the Board.
10. Any matters outside the authority of the Remuneration & Governance Committee requiring decisions by the Board will be submitted in a separate paper(s).

Operational Arrangements

11. Where a meeting is scheduled to occur, the agenda for such meeting will be determined by the Committee Chair and the Company Secretary, or Committee lead taking into account the views of other members of the Committee and the main Board, as necessary.
12. The Company Secretary or his or her nominee shall act as secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner – no later than five working days – prior to the date of the meeting to enable full and proper consideration to be given to the issues.

Terms of Reference

Purpose

- To oversee the remuneration of the Chief Executive and the SMT, annual pay or cost of living award and general employment benefits package offered at Ekaya Housing Association and its subsidiary Happy Nursery Days.
- To regularly review the structure, size and composition (including the skills, diversity, knowledge, competence and experience) required of the Board compared to its current position and make recommendations to the Board in relation to any changes.
- To give full consideration to succession planning for Board Members in the course of its work, taking into account the challenges and opportunities facing the organisation, and what skills and expertise are therefore needed on the Board in the future;

Main Duties and Responsibilities - The Remuneration & Governance Committee shall:

- Agree a selection and recruitment process that aims to achieve the agreed composition of the Board, interview prospective new Board members and make recommendations for appointment or re-appointment to the Board.
- Agree the procedures for recruiting the Chief Executive and other members of the SMT, ensuring that the Board assists in the selection process.
- Agree changes to the remuneration and terms and conditions of employment of the Chief Executive and other members of SMT.
- Consider, if appropriate, any compensation for loss of office for the Chief Executive and other members of SMT before referring the matter to the Board.
- To review and monitor people strategy, including pay, pension arrangements, main benefits, performance and service conditions across the organisation and recommend to the Board any remuneration and reward changes for staff.
- Periodically obtain on behalf of independent advice on market rates in relation to the level of remuneration paid to Board Members.

Board Development and Performance

- To oversee and regularly review governance issues delegated by the Board and provide the Board with assurance and recommendations for improvement where appropriate.
- To undertake an annual Board effectiveness review and to commission an external review of the performance and independence of Board members at least every 3 years. Areas to be considered are:
 - a) Composition, skills, experience and diversity
 - b) Effectiveness in role-modelling the desired culture, values and behaviours of the organisation
 - c) Governing instruments, delegations, regulations, standing orders, structures, systems and other formal documentation as referred to in the NHF Code of Governance 2020
 - d) Timing and frequency of meetings
 - e) Format of agenda's, quality and scope of papers, minutes and communications
 - f) Effectiveness of decision-making, including how the views and needs of key stakeholders, including residents and other customers, have informed decisions
 - g) Compliance with the NHF Code of Governance 2020 and legal duties
- To undertake an annual review of the NHF Code of Governance 2020 and ensure any actions arising are actioned and a compliance statement is published with the annual report, with an explanation given for any non-compliance
- To undertake an annual review of the Governance & Viability Standard and ensure any actions arising are actioned and a compliance statement is published with the annual report, with an explanation given for any non-compliance
- To annually review the progress each Board or Committee has made to implement the actions required to achieve their agreed improvement plan, if any.
- To annually review the outcome of Board appraisals and recommend to the Board the annual learning and development programme for the Board and monitor the activities.

- The Remuneration & Governance Committee is responsible to the Board for:-
- Evaluating the balance of knowledge, competence, experience and diversity on the Board and recommending to the Board skills profile desirable for the Board overall, the qualities required by individual Board members and the general mix of Board member experience.
- Acting on the delegated authority of the Board and where required, reporting to the Board at Board meetings on decisions taken under its delegated powers, and all recommendations for subsequent Board decisions.

Review

- The Committee will review its performance, constitution and terms of reference annually, or as and when necessary, to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.