

Connect: Inner West Community Transport Group Inc

Executive Officer Remuneration, Performance & Recruitment sub-committee

Terms of Reference

1.0 Objectives

The Board of Connect: Inner West Community Transport Group Inc ('Connect') has resolved to establish a sub - committee of the Board to be known as the Executive Officer Remuneration, Performance and Recruitment Committee ('Remuneration Committee') and reserves the authority to appoint or remove the Remuneration Committee Chair or any of its members.

The primary objective of the Remuneration Committee is to assist the Board in fulfilling its responsibilities with regard to:

- 1) Remuneration strategy and remuneration policies for the Executive Officer (EO)
- 2) Performance of the EO;
- 3) Employment terms and conditions of the EO;
- 4) Recruitment of an EO as required;
- 5) Other matters delegated by the Board.

2.0 Authority

The Remuneration Committee is authorised, within the scope of its responsibilities, to:

- 1) Seek information it requires from the Executive Officer, or in the event of the EO role being vacant, any other staff member or contractor it considers appropriate;
- 2) If required, obtain independent legal, financial, remuneration or other professional advice or assistance at the reasonable expense of Connect. Unless a conflict exists or to do so would be inconsistent with the Remuneration Committee duties, the Remuneration Committee is to request such information, professional advice or assistance under this clause only through the Chair.

3.0 Membership

- 1) The Remuneration Committee is to consist of no more than three members of the Board;
- 2) The Chair of Connect shall be the Chair of the Remuneration Committee;
- 3) Remuneration Committee ordinary members shall be appointed by the Board of Connect;
- 4) The Remuneration Committee may invite other persons to attend its meetings as required.

4.0 Meetings

- 1) The Remuneration Committee shall meet at least once in financial year. The Chair shall determine the procedure for meetings of the Remuneration Committee;
- 2) A quorum shall consist of two members, one of whom must be the Chair,
- 3) Decisions of the Remuneration Committee shall be by a simple of majority;
- 4) Where a decision is being made by email communication rather than a face to face meeting, the Chair must demonstrate that he or she has made a reasonable attempt to contact all members.

5.0 Organisation and support

- 1) The Chair will be responsible for providing Secretariat support including minutes or other such records for the Remuneration Committee;
- 2) The Chair shall ensure on vacating their office for any reason that records of the Remuneration Committee are passed to the incoming Chair, or Deputy Chair or other senior office holder as appropriate;
- 3) All activities and recommendations from the Remuneration Committee will be brought to the Board of Connect in a timely manner.

6.0 Duties and responsibilities

- 1) Review the competitiveness of Connect EO remuneration to ensure the attraction and retention of the EO and the motivation of the EO to achieve Connect aims;
- 2) Report to the Board the results of any discussions held by the Remuneration Committee with the EO regarding appropriate goals and objectives and the results of EO performance evaluation;
- 3) Develop and review EO key performance indicators (KPIs) that are linked to the Connect strategic and business plan/s;
- 4) Review the training requirements of the EO;
- 5) Review and recommend to the Board the salary, bonus and any other compensation for the EO ensuring reward is linked to strategic performance;
- 6) Review as appropriate the terms of the EO employment contract;
- 7) Undertake all reasonable activities included but not limited to drafting a recruitment brief; advertising and/or engaging a recruitment agency to source suitable candidates; interviews; and reference checking required to make a recommendation to the Board on an appropriate person to fill the role of EO should it become vacant;
- 8) Make all reasonable arrangements for the successful on-boarding of a new EO;

- 9) Address any other matters delegated by the Board.

7.0 Reporting

- 1) All recommendations of the Remuneration Committee are to be referred to the Board for approval;
- 2) The Chair of the Remuneration Committee may report to the Board verbally or in writing as appropriate.

8.0 Departure from approved Terms of Reference

- 1) Where a Director/s or the Executive Officer forms a view that Board sub-committee is operating outside of its approved Terms of Reference, then the Director/s or the Executive Officer may bring this to the attention of the full Board.