
Terms of Reference for MSI Remuneration and Nominations Committee

Authority

The Marie Stopes International (MSI) Remuneration and Nominations Committee (RemNomCo) is a sub-committee of the MSI Board of Directors and shall conduct all activities within these Terms of Reference

Purpose and Responsibilities

The purpose of the Remuneration and Nominations Committee is:

- to ensure that there is effective oversight of remuneration policy and to set the remuneration for the Chief Executive Officer
- to nominate or support the nomination of candidates for trustee and Chief Executive Officer (“CEO”) roles
- to oversee succession planning for trustees and the CEO

The responsibilities of the Committee are set in the Appendix.

Membership and Quorum

- Members shall be appointed by the Board and shall consist of at least three MSI board members.
- To be quorate, a RemNomCo meeting requires at least two trustees to be present.
- The Chair of the committee shall be appointed by the Board for a fixed term.
- Other regular members shall include two other trustees, who shall not also be permanent employees of MSI. All other Board members shall have the right to attend.
- The RemNomCo may ask appropriate executives such as the CEO or Chief Financial Officer to attend to advise it on relevant matters as it shall think fit.

Attendance and frequency of meetings

- The RemNomCo will meet at least once per year and otherwise as the Board or the Committee members think appropriate.

Reporting

- The RemNomCo will report to the board after each meeting.
- Minutes of each meeting will be taken and made available to the Board members and relevant parties as appropriate.
- The RemNomCo will discharge the responsibilities set out in the appendix.

Review and evaluate

- The RemNomCo will review its performance from time to time and assess where change may be needed (if any).

Agreed: Reviewed by the Board on 6 July 2018 and approved on 21 December 2018

Last Reviewed: as above

Appendix

The responsibilities of the Committee shall be:

1. Remuneration

- a. to determine the remuneration package and terms of employment of the CEO;
- b. to review the remuneration of the Executive Directors of MSI, the detail of which is determined by the CEO;
- c. to consider the recommendations made by the CEO for any average increase in MSI salaries; and
- d. to consider and approve the bonus structure for MSI staff and whether payment should be made where applicable.

2. Nomination

- a. to receive nominations for trustee or any trustee officer role on the Board and to oversee and/or support the process for recruitment of such trustee or officer role as shall otherwise be agreed with the Board; and
- b. to oversee on behalf of the Board any process to recruit a new CEO or to support the process in any other way as maybe required by the Board.

3. Succession Planning

- a. to consider and provide succession planning for trustees taking into account the skillsets and experience provided by relevant trustees, and also any additional skillsets required by the Board; and
- b. to oversee succession planning for the role of CEO.

4. Trustee terms

- a. to consider and advise the Board on the appropriate length of trustee appointment terms, and the balance of skills and experience required;
- b. to monitor trustee appointment terms – currently agreed to be 3 years - and prior to the end of each term, to advise the Board and recommend consideration be given as to whether such trustee should be re-elected; and
- c. where a trustee has served term(s) which amount to more than nine years in succession, to inform the Board and recommend a rigorous review of such appointment taking into account the need to ensure a balance of skills and experience on the Board as well as the need to progressively refresh the Board; and to explain the reason for any re-appointment in MSI's annual report and accounts

5. Other matters

- a. to perform any other function connected to the responsibilities of the Committee or as maybe requested by the MSI Board.