
Terms of Reference for MSI Remuneration Committee

Authority

The MSI Reproductive Choices (MSI) Remuneration Committee (RemCo) 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 Committee is:

- to ensure that there is effective oversight of remuneration policy and to set the remuneration for the Chief Executive Officer
- to oversee succession planning and development for the CEO and senior management
- to oversee and review group HR policies and practices

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 RemCo 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 RemCo 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 RemCo will meet at least twice per year and otherwise as the Board or the Committee members think appropriate.

Reporting

- The RemCo 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 RemCo will discharge the responsibilities set out in the appendix.

Review and evaluate

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

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

Approved by MSI Board on 30 November 2022

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. Succession Planning

- a. to consider and provide succession planning for the CEO and other senior management

3. HR policies and practices

- a. to oversee and review group HR policies and practices

4. Other matters

- a. To monitor and review risks as delegated by the Audit Committee.
- b. to perform any other function connected to the responsibilities of the Committee or as maybe requested by the MSI Board.