

Purpose

The People and Remuneration Committee is responsible for overseeing S4C's employment arrangements and monitoring their effectiveness. It also advises the Board on senior appointments and, on behalf of the Board, monitors the performance of senior managers and approves their salaries.

Membership and Other Attendance

(Note: None of S4C's employees – whether committee members or attendees – will be entitled to attend when the Committee considers any matter relating to their employment, including the outcome of their annual assessment and discussions about their salaries. In such situations, the individual concerned should leave the meeting temporarily).

Members (5 members)

- Non-Executive Member of the Board (to chair)
- Board Chair
- Another Non-Executive Member of the Board
- Chief Executive
- Chief Operating Officer

Non-members

- Head of Human Resources
- Board Secretary

At the request of the Secretary, the Chair of the Committee may permit members of staff of S4C and any other person to attend Board meetings as appropriate.

Quorum: 3 members, with at least two Non-Executive Members present.

The members of the Committee are appointed by the Board, in accordance with the above membership.

Terms of Reference

1. Non-Executive Members: Lead the processes of appointing the Chief Executive and Board Secretary – recommending processes for approval by Non-Executive Board Members, the formation of the appointment panels, and agreeing on recommendations to the Non-Executive Board Members on the appropriate appointments, including the terms and conditions of those appointments.
2. Non-Executive Members: Consider the results of annual assessments of the performance of the Chief Executive and Board Secretary, approve the results as relevant, and agree and any review of the salaries of the individuals in these posts for recommendation to the Board's Non-Executive members for approval.
3. Scrutinise the following matters, and agree on recommendation(s) to the Board as appropriate:
 - i. General terms and conditions relating to S4C staff, and any recommendations to revise those terms and conditions;
 - ii. Any annual pay settlement offered to all S4C employees;
 - iii. Appointments of executive members to the Board;
 - iv. Appointments to the Management Team, and the terms applicable to those appointments;
 - v. S4C employees' standards of conduct and discipline;
 - vi. Individual appointments as Directors of S4C's commercial subsidiaries;
 - vii. Amendments to the Committee's terms of reference (usually following an annual evaluation of its own performance).
4. To consider the following matters, with the authority to approve on behalf of the Board:
 - i. Policies relating to the employment and workforce of S4C, which are required to be approved at governance level for legal or regulatory reasons;
 - ii. Annual assessments of the performance of the Chief Executive, Board Secretary, and members of the Management Team;
 - iii. Annual Report on the activities of the Committee and S4C's remuneration arrangements, to be published in S4C's Annual Report and Financial Statements;
 - iv. Any reviews of S4C's organisational structures, and efforts to ensure that the skills of S4C staff are fit for purpose.
5. To receive reports for information on the following matters and advise the Board and/or Chief Executive and Management Team as appropriate:

- i. Measure S4C's performance in relation to activities that are within the remit of the Committee, including staff illness trends and other human resource indicators;
- ii. The training and development needs of S4C staff, and the wider sector;
- iii. Results of S4C staff surveys;
- iv. Arrangements for consultation with S4C staff on any matters affecting the interests of those staff;
- v. Any gender pay gap;
- vi. Succession planning arrangements in relation to members of the Management Team;
- vii. Changes to legislation and good practice in S4C's areas of operation that are within the remit of the Committee

Rights of the Committee

The Committee may:

- investigate any activity within its terms of reference;
- commission expert advice or research for the Committee as required (via the Secretary); and
- seek any information required from any member of staff, and all staff are instructed to co-operate with any request made by the Committee.

Although the Chair may offer guidance and advice on the types of matters that should be formally presented to the Committee, together with the best time to do so, and the nature of the information appropriate to present to the Committee, the Chair cannot take any formal decisions on behalf of the Committee unless the Committee has agreed to delegate the decision to them in advance.

Meeting Arrangements

Meetings are arranged at least twice a year, and then as required (at the request of the Secretary, the Chair of the Committee, or the Chair of the Board). At least one meeting a year will include consideration of issues regarding performance and pay of S4C senior management.

The Committee may consider and approve matters through communication outside of formal meetings, provided that a full record of the decision is kept and that any decision taken outside of a formal meeting is reported and recorded in the next formal meeting.

In addition to the aforementioned, individuals are required to leave the meeting when other conflicts of interest arise (the Committee will have the final say in any conflict of interest).

The Secretary, or other competent person appointed by the Secretary, will record the meeting.

Minutes and/or reports from the Committee will be noted or considered, as appropriate, by the Board as soon as possible following Committee meetings.

Subject to the above provisions, the activities of the Committee shall be governed by, so far as relevant, the Standing Orders of the Board.
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