

# Group Remuneration & Nominations Committee

delivering across the four cornerstones of governance



## Terms of Reference

Derived from the delegations matrix

### Agreeing strategy and measures

**setting the strategy and the Key Performance Indicators (KPI) that will measure success**

Recommendation from		Recommendation to
	There are no strategies considered by the Committee	

### Managing risk & compliance

**ensuring the strategy maximises opportunities to innovate and ensures our policies and procedures provide a proportionate response to threats that may impact our strategies**

Recommendation from		Recommendation to
Group Growth & Assurance Director	Recommend Board & Committee Member code of conduct	Aster Group Limited
Group Growth & Assurance Director	Recommend Board Membership & Recruitment Policy	Aster Group Limited
Group Growth & Assurance Director	Recommend Board Remuneration & Expenses Framework Policy	Aster Group Limited
Group Growth & Assurance Director	Recommend role profiles for Chairs, Senior Independent Director, Non Executive Directors, Independent Members and Co-Optees	Aster Group Limited
Group Growth & Assurance Director	Approve the Board Skills Vision	-
Group People & Transformation Director	Recommend Executive Remuneration & Executive Pensions Policy	Aster Group Limited
Group People & Transformation Director	Recommend Group Pensions Policy	Aster Group Limited

### Delivering performance

**ensuring the delivery of strategy through strong assurance provided by the performance and compliance frameworks**

Recommendation from		Recommendation to
Group Growth & Assurance Director	Recommend remuneration report for statutory accounts	-
Executive Board	Recommend major changes to employee benefit structures (Group People & Transformation Director determines "major")	Aster Group Limited
-	Approve annual pay awards, increments or other rate changes (Executive Board only)	-
-	Manage Board/Committee and Individual Performance, composition, diversity & succession planning	Aster Group Limited

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Executive Board	Manage Executive Succession	-
Group People & Transformation Director	Recommend Executive Remuneration & Pensions within policy	Aster Group Limited
Group Growth & Assurance Director	Recommend Non-Executive, Independent member & Co-optee remuneration	Aster Group Limited
Group Growth & Assurance Director	Approve contractual terms on appointment and termination for Board, Independent members, Co-optees & Executive Board Directors	-
Group Growth & Assurance Director	Approve recruitment process for the appointment of Group CEO and Executive Board Directors	-
Group Growth & Assurance Director	Recommend appointment of the Group CEO and Executive Board Directors	Aster Group Limited
Group Growth & Assurance Director	Approve the appointment of the Independent Remuneration Advisors	-
Group Growth & Assurance Director	Recommend board re/appointments including Senior Independent Director to Aster Group Ltd, Aster Communities, Synergy Housing Ltd, Aster Living, Aster Homes Ltd, Aster Property Ltd & Aster 3 Ltd. & non executives to other subsidiary boards. and the recruitment process required	Aster Group Limited
-	Recommend committee re/appointments and committee chairs including their recruitment process	Aster Group Limited

### Receiving independent assurance

**ensuring the delivery of strategy is real and compliant through regular independent assurance. The Audit Strategy dovetails to the Framework for Opportunity and Risk Management providing the greatest assurance against the greatest risks**

Recommendation from		Recommendation to
Group Audit Director	Receive audit reports referred to the boards by the Director of Audit	-