

## **HALLÉ CONCERTS SOCIETY**

### **NOMINATION & REMUNERATION COMMITTEE**

#### **Terms of Reference – Reviewed 21 April 2015**

#### **1. Membership**

1.1 The Committee shall be appointed by the Board and shall comprise of a Chairman and at least 3 other members.

1.2 The members of the Committee shall be non-executive directors of the Board of whom the majority shall be elected directors.

1.3 The Chief Executive should normally attend, not as a member but by invitation.

1.4 The Board shall appoint the Committee Chairman who should not be the Chairman of the Board. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

1.5 Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.

#### **2. Secretary**

2.1 The Company Secretary or their nominee shall act as the Secretary of the Committee.

#### **3. Quorum**

3.1 The quorum necessary for the transaction of business shall be 2. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

#### **4. Frequency of Meetings**

4.1 The Committee shall meet not less than twice a year and at such other times as the Chairman of the Committee shall require.

#### **5. Notice of Meetings**

5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no fewer than 5 working days prior to the date of the meeting.

#### **6. Minutes of Meetings**

6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2 Minutes of Committee meetings shall be circulated to all members of the Committee and to the Chairman of the Board and made available on request to other members of the Board.

#### **7. Annual General Meeting**

7.1 If appropriate the Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any Member questions on the Committee's activities.

#### **8. Duties concerning nominations**

8.1 The Committee shall:

8.1.1 regularly review the structure, size and composition of the Board and the

trustee bodies of the Society's related trusts, having regard to the balance and mix of skills required, and make recommendations to the Board with regard to any adjustments that are deemed necessary;

8.1.2 support the Chairman's periodic review of Board performance

8.1.3 prepare a description of the role and capabilities required for a particular appointment including the role of Chairman;

8.1.4 be responsible for defining the recruitment and appointment process to be used to fill a particular vacancy on the Board (including the Chairman) or other related trusts;

8.1.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies and trustee vacancies as and when those vacancies arise;

8.1.6 be responsible for recommending to the Board the process by which Music Director, Chief Executive, Finance Director and senior management should be replaced when vacancies occur;

8.1.7 ensure on appointment that a candidate has sufficient time to undertake the role and review his/her commitments;

8.1.8 ensure that the Secretary on behalf of the Board has formally written to any appointees, detailing the role and time commitments and proposing an induction plan produced in conjunction with the Chairman.

8.2 It shall also make recommendation to the Board:

8.2.1 with regard to the Chairman having assessed every three years whether the present incumbent shall continue in post, taking into account the needs of continuity versus freshness of approach;

8.2.2 as regards the re-appointment of any elected director or trustee of a Trust at the conclusion of his or her specified term of office; especially when they have concluded their second term;

8.2.3 concerning the re-election by Members of any director under the "retirement by rotation" provisions in the Society's articles of association;

8.2.4 concerning any matters relating to the continuation in office as a director or trustee of any director or any trustee of any of the Trusts at any time;

8.2.5 detailing items that should be published in the Society's Annual Report relating to the activities of the Committee; and

8.2.6 with regard to the membership and chairmanship of the Audit Committee.

## **9. Duties concerning Remuneration**

9.1 The Committee shall:

9.1.1 approve the arrangements to determine the remuneration of the Chief Executive, Finance Director and Music Director including any pension arrangements;

9.1.2 approve any contract of employment or related contract with the Chief Executive, Finance Director and Music Director;

9.1.3 determine the terms of any compensation package in the event of early termination of the contract of any of the Chief Executive, Finance Director and Music Director;

9.1.4 ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled.

## **10 Other**

10.1 The Committee shall, periodically, review its own performance, constitution and terms of reference to ensure it is operating effectively and shall recommend any changes it considers necessary to the Board for approval.

## **11. Authority**

11.1 The Committee is authorised to seek any information it requires from any employee of the Hallé Concerts Society in order to perform its duties.

11.2 The Committee is authorised to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.

Reviewed 21 April 15