

Remuneration and Nominations Committee Terms of Reference

1 Constitution

- 1.1 In accordance with the Framework Document, the board has established a Remuneration and Nominations Committee (“the Committee”), in order to support the board in respect of nominations and appointments to the board, the sector councils and the organisation’s leadership team and remuneration thereto.

2 Membership

- 2.1 The board must appoint no fewer than three of its own members to the committee. All committee members will be appointed on the basis on the relevance of their skills and experience to the Committee. An induction programme and training will be provided for all members.
- 2.2 The Chair of the Committee, who shall be an appropriately qualified member of the AHDB board shall be appointed by the AHDB board.

- 2.3 Appointments to the Committee shall, in the first instance, be for one three-year term. Appointments may be renewed for one further three-year term.

3 Attendance at meetings and quorum

- 3.1 Meetings may be held in person or virtually using appropriate technology, and should urgent circumstances arise decisions may be taken via non simultaneous technology.
- 3.2 The quorum required for any meeting of the Committee is two members.
- 3.3 The Committee may invite any staff member, or any other person relevant to the business of the Committee, to attend a meeting, in whole or in part. The HR Director and Governance Manager are normally invited to attend.

4 Frequency of meetings

- 4.1 Meetings shall be held at least four times a year and otherwise as required.

5 Scope

- 5.1 The mandate of the Committee is determined by the AHDB board and the Committee may make any recommendation to the board in respect of any matter within its remit.
- 5.2 The Committee must have due regard to the UK Governance Code, HM Treasury Managing Public Money requirements, the Corporate Governance in Central Government Departments: Code of Good Practice, and any other applicable law and guidance.
- 5.3 No person shall be involved in any decisions in which they have an actual or perceived pecuniary or other interest.
- 5.4 The Committee will review its terms of reference and effectiveness at least annually.

6 Information requirements

- 6.1 The organisation, including its board, must provide to the Committee such information as is necessary for the proper conduct of the Committee’s business. This may

include, but is not limited to, data in respect of remuneration, benefits and pension provision, facilities and estates, and health and safety.

6.2 The HR Director is required to provide regular written reports to the Committee, and an annual report to the Committee and AHDB Accounting Officer for inclusion in the AHDB Annual Report and Accounts, the content of which must include:

- Recruitment and retention of board members, sector council members, and staff
- Remuneration and benefits (including Gender Pay)
- Equality, Diversity and Inclusion
- Health and wellbeing
- Learning and development
- Evaluation of the board's effectiveness
- The use of external consultancies in respect to HR matters.

6.3 The minutes of the Remuneration and Nominations Committee meetings will be provided to the board.

7 Authority

7.1 The Committee has authority to appoint consultants and to commission or purchase legal advice, reports, surveys, or information which it deems necessary to ensure informed decision-making. All expenditure must be appropriate, proportionate, and good value for money.

8 Responsibilities

8.1 The Committee shall undertake the following duties in relation to remuneration:

- Determine and review on a regular basis the policy for remuneration of AHDB Leadership Team and sector council members.

8.2 The Committee shall undertake the following specific duties in relation to nomination:

- Review on a regular basis the AHDB board, including its structure, size, composition, skills base, the appointment process thereto and the board performance evaluation process and outcomes, review skills matrices and undertake succession planning in respect of the board, board committees, Sector Council and the Leadership Team in conjunction, where appropriate, with the Chair of AHDB and/or Sector Council Chairs and/or Public Appointments
- Ensure that letters of appointment are provided to board and sector council members and the Leadership Team. Such letters are to include obligations of employment or office, including in respect of board and committee service and other roles/duties, together with details of remuneration and any other relevant information
- Review on a regular basis the time commitments of board and sector council members
- Facilitate the annual appraisal of the Chair of AHDB by the Secretary of State.
- Ensure that annual appraisals of all board and sector council members are undertaken and reviewed as appropriate
- Make recommendations, as appropriate, to the board in respect of any appointment, reappointment, appraisal or evaluation process or outcome.