

## Remuneration committee and Nominations committee

### Terms of Reference

(ToR) Version: V3 April 2026

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#### CONSTITUTION

The Board has established a Remuneration and Nominations Committee as a standing committee of the Board and adopts these terms of reference.

#### OBJECTIVES

The objectives of the Committee are to determine and keep under review the salaries of the senior staff and to support the Chief Executive on the implementation and review of the OHG's people strategies.

#### MEMBERSHIP

The members of the Remuneration and Nominations Committee are:

- The Senior Independent Director (SiD)
- The independent non-executive directors

The Remuneration and Nominations Committee will be chaired by the Senior Independent Director.

In attendance as non-members will be the Chief Finance Officer and Chief Executive Officer.

#### REPORTING

The agenda, together with supporting papers, for each meeting of the Remuneration and Nominations Committee, will be prepared and circulated to all Committee members and attendees at least one full week in advance of the meeting.

The minutes of each meeting of the Remuneration and Nominations Committee will be circulated with the papers for the immediately following Board meeting, suitably redacted if necessary, to remove personal information.

#### RESPONSIBILITIES

The Remuneration and Nomination Committee will determine and keep under review the salaries of the senior staff within OHG. The staff currently included are the Chief Executive and the Directors.

The Committee may be charged to examine other issues related to staff remuneration from time to time (including salaries of new appointees at SMT level and benchmarking).

The Committee will oversee at a strategic level human resources policies as well as overseeing the design of performance management processes (including appraisal and learning and development policies) which are likely to have a significant impact on budget, culture or performance.

The Committee will also oversee strategic data about the organisation's people and culture including human resource equality and diversity trends across the organisation.

In discharging its duties, the Committee will have due regard to the impact of its activities on diversity and inclusion.

The Committee will oversee and authorise Senior Appointments, both Executive and Non-Executive.

## **AUTHORITY**

The Committee has authority to discharge its responsibilities without reference back to the Board, unless it considers a matter to be of sufficient weight and importance to warrant consideration by the Board. In this case it shall refer such matter to the next Board meeting with its recommendations.

In cases where the Committee is unable to reach an agreed decision, it shall refer the matter to the meeting of the Board.

## **MEETINGS**

The Committee will be convened by the Chair of the Committee as necessary.

The meeting will be deemed quorate if two individuals are present, one to be an Independent NED.

Also in attendance shall be:

- Chief Executive Officer
- Chief Finance Officer
- Non-independent Directors

In addition to the above, external attendees, for example external auditors and other staff may attend as required to assist the Committee on specific issues.

The Committee may ask any or all of those who normally attend its meetings, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

The Board may ask the Remuneration Committee to convene further meetings to discuss particular issues on which it wants the Committee's advice.

Members are to declare any conflicts of interest relating to the business on the agenda at the beginning of each meeting.

The meeting may be held by Microsoft Teams / email / telephone to facilitate discussion of urgent matters.