

**RESEARCH DATA SCOTLAND REMUNERATION & NOMINATION COMMITTEE**

**Terms of Reference**

**Purpose**

1. The Remuneration element of this committee’s role is responsibility for determining the policy for remuneration of directors/trustees, and all relevant classifications of staff/employees. It should review workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting the policy for remuneration.
2. The Nomination element of this committee’s role is to lead the process for appointments, ensure plans are in place for orderly succession to both the Board and senior management positions, and oversee the development of a diverse pipeline for succession.

**Composition**

1. This committee will comprise of three members of the RDS Board, one of whom will be the chair, along with the Chair of the Board. The committee would only be quorate if all three attend.
2. The Research Data Scotland Chief Executive Officer will attend meetings but will not be present for the discussion about staff remuneration. The proposals stemming from the committee will then be discussed with the CEO.
3. The Chair of the Board and the Chief Executive Officer should not attend the committee when it is dealing with the appointment of their successor. On these matters, this committee makes recommendations to the full Board and will leave the final decision to the Board as a whole.
4. The RDS Business Manager will attend meetings to prepare the meeting minutes. People outwith the board are permitted to attend parts of meetings where they are directly contributing to the discussion. This is in an advisory capacity only.

**Meetings**

1. The group would meet annually to agree remuneration and incentive arrangements, and by exception for specific recruitment exercises. This would typically take place in January or February each year.

**Accountability**

1. Recommendations of a broad policy on pay need to be presented to and agreed with the full RDS Board, but the responsibility for specific remuneration awards will lie with the committee, not the Board.

**Revisions to this terms of reference**

1. The RDS Board will review its terms of reference and that of sub-committees annually. However, Board members can propose changes to this Terms of Reference outwith any review process. Any changes must be approved by the trustees. Any amendment of the Terms of Reference must be consistent with the company articles of association.