

Terms of Reference of the Remuneration Committee

1. Purpose

- 1.1 The ECI Board of Directors have established the Remuneration Committee to:
 - a. set the pay and conditions for the Chief Executive Officer (CEO) of Early Childhood Ireland;
 - b. support the CEO setting the remuneration policy for senior management; and
 - c. consider HR policy and related matters brought to the attention of the Committee by the CEO.
- 1.2 The CEO must seek the approval of the Board through the Remuneration Committee of all significant changes to terms and conditions of employment outside agreed policy.

2. Responsibilities of the Remuneration Committee

- 2.1 Set the pay and conditions for the CEO, ensuring that he or she is fairly rewarded for his or her contribution to the organisation's overall performance within the context of relevant benchmarks.
- 2.2 Ensure the appropriate oversight of the remuneration policy for other staff members.
- 2.3 Demonstrate that the remuneration policy of ECI is set by a Committee whose members have no personal interest in the outcome of their decisions and who will give due regard to all due and proper considerations.
- 2.4 Agree and review the ongoing appropriateness and relevance of ECI remuneration and expense policy.
- 2.5 Review the terms relating to termination of employment, and any payments made in such circumstances.
- 2.6 Set performance measurement criteria for the CEO, in line with the appraisal system in place for other ECI staff members, and ensure a yearly review meeting is held.

3. Reporting Responsibilities

- 3.1 The Chairperson of the Remuneration Committee shall report to the Board on the proceedings of the Committee and on all matters falling within its responsibilities. The Committee shall report to the Board in one of three ways:
 - a. For information: update the Board but no decision or Board input required
 - b. For discussion: comments required from the Board but no decision
 - c. For action: decision required by the Board.
- 3.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

4. Role of Chief Executive Officer

- 4.1 In advance of each meeting of the Remuneration Committee, the CEO shall submit a report providing information relevant to the work of the Committee.
- 4.2 The CEO should not be involved in any decisions relating to his or her own remuneration.

5. Authority

- 5.1 The Committee is authorised to seek any information it requires from the CEO to perform its duties.
- 5.2 The Committee is authorised to obtain, at the organisation's expense, outside legal or other professional advice on any matters within its Terms of Reference, subject to the approval of the Board.

6. Membership and meetings

- 6.1 The Remuneration Committee shall consist of the Chairperson, Vice Chairperson and one other member from the ECI Board of Directors.
- 6.2 The Chairperson of the Committee shall be agreed at its first meeting and yearly thereafter.
- 6.3 The Committee shall appoint a secretary from amongst its members.
- 6.4 The Remuneration Committee should meet at least once a year.
- 6.5 The Board will formally review the terms of reference of the Remuneration Committee every two years.

Last updated: May 2018 (next review date: May 2019)