

**THE SCOUT ASSOCIATION (TSA)
STAFFING, SALARY AND REMUNERATION (SSR) COMMITTEE
TERMS OF REFERENCE**

Members

1. The Committee shall have between 6 and 9 members, including:
 - The Treasurer
 - At least 2 more Members of the TSA's Board of Trustees (**the Board**) with relevant skills and experience
 - At least 1 person aged 24 or under¹
 - At least 2 independent² members with skills and experience in HR, remuneration and/or employee engagement
2. Members of the Committee shall be appointed by the Nominations and Governance Committee, in consultation with the Chair of the Committee.
3. Appointments to the Committee shall be for a period of up to 3 years (or, if shorter, until end of term as member of the Board), subject to appraisal and extendable by no more than one additional 3 year period, so long as (where relevant) the Committee member continues to be aged 24 or under or independent.
4. The Board shall appoint the Committee Chair. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

Quorum

1. 50% of the membership (subject to declaration of any conflict of interest) including at least one member of the Board.
2. In accordance with the regulations for Committee decision-making passed by the Board on 11 July 2015, Committee members participate in a meeting, and (subject to declaration of any conflict of interest) are included in the quorum for the meeting, provided that:
 - the meeting has been properly called in accordance with TSA's practice and procedures; and
 - each Committee member can communicate to the others (for example, by teleconference or video-conference) any information or opinions they have on any particular item of business of the meeting.

Frequency

At least two meetings per annum.

¹ Ideally the Committee should have on it the same proportion of members aged 24 and under as the Board does at the time. (As at July 2016: 15.8 %.) The Committee Chair is encouraged to take more young members than provided for in these Terms of Reference should Nominations and Governance Committee recommend that there is an appropriate opportunity to do so. Typically, these members will be aged 18-24 years, but Committee members aged 16-17 years are permissible where there is an appropriate candidate of that age.

² Independent means someone who is not at date of appointment, or at any time during his/her term of office, a member of TSA.

Voting

The Committee will strive for consensus around matters which require a decision. In the absence of consensus, matters arising at any meeting shall be decided by a majority of votes of those present (see Quorum above). In case of an equality of votes, the Chair shall not have a second or casting vote. Instead, the motion must be deemed not to have been carried.

Rights of attendance

1. The Chair and all Members of the Board, Chief Executive (except where the discussion relates to his/her own remuneration and/or conditions), the UK Chief Commissioner, UK Youth Commissioner and the Head of People have right of attendance in a non-voting capacity. (In particular, it is expected that the Chair of the Board will attend the meeting at which the Chief Executive's remuneration is reviewed.)
2. Any others, by prior notice to and with the permission of the Committee Chair, may also attend in a non-voting capacity.

Remit

The SSR Committee's remit extends to TSA and all TSA's wholly-owned subsidiary companies from time to time (together with TSA, "**the Group**").

The Committee is responsible to the Board for:

1. Providing assurance to the Board that the Group has an effective People Strategy in place to support the delivery of the Group's strategic objectives and advise the Board on the Strategy's implementation.
2. Monitoring key strategic HR metrics and reporting to the Board on any areas of concern.
3. Reviewing the ongoing appropriateness and relevance of the principles underlying the remuneration policy and other key HR policies, including health and safety issues relating to TSA workers, ensuring that these conform to any relevant standards or practice.
4. Periodically reviewing the total remuneration structure, including reviewing any changes to the remuneration policy and principles and recommending these to the Board.
5. Reviewing at least annually and recommending to the Board the remuneration package for the Chief Executive.
6. Reviewing and setting at least annually the remuneration package for the Senior Leadership Team (**SLT**) (other than the Chief Executive).
7. Recommending to the Board the initial remuneration package of any Chief Executive before his/her employment in that role.
8. Setting initial remuneration packages of any SLT member (other than the Chief Executive) before his/her employment as a member of SLT (subject to the delegation referred to in 14 below).
9. Reviewing annually the options proposed by SLT for the salary package for all employees below the SLT and approving the package which the Committee believes to be most appropriate in all the circumstances.
10. Setting remuneration packages of any employees below the SLT (whether before or during their employment) for whom the SLT recommend remuneration which is above TSA's pay bands from time to time (subject to the delegation referred to in 15 below).
11. Monitoring (at least every six months), reviewing and taking action in relation to risks allocated to the Committee by the Risk Committee and reporting to the Risk Committee accordingly.
12. Considering and communicating to the Board a summary of staff survey and Investors in People reports.
13. Undertaking any other work delegated to it by the Board.

Delegation to Chair of the Committee, Treasurer and Chief Executive

These Terms of Reference further record the Board's agreement to delegate to the Committee Chair, Treasurer and Chief Executive decisions in relation to the two matters at 14 and 15 below. This delegation is effective only if all three reach a unanimous decision. If they are not unanimous, the matter must be referred to the Committee for decision.

14. Setting of initial remuneration packages of any SLT member (other than the Chief Executive) before his/her employment as a member of SLT.
15. Setting remuneration packages of any employees below the SLT (whether before or during their employment) for whom the SLT recommend remuneration which is above TSA's pay bands from time to time.

Reporting

Minutes of all Committee meetings (or a summary of the Minutes approved by the Committee Chair), and Minutes of all decisions taken under 14 or 15 above (or a summary approved by the Committee Chair of those decisions) will be circulated to the Board.

Authority

The Committee is authorised:

1. To seek any information it requires from any Group employee or volunteer in order to perform its duties; and
2. To request the attendance of any Group employee or volunteer at a meeting of the Committee as and when required.

Approved by the Board of Trustees 9 July 2016