1. Constitution
1.1. The BBC Board has established a committee of the Board known as the Remuneration Committee ("the Committee") as required under Charter article 29(5) and in accordance with the requirements set out in articles 31(5) and 37(2)(j).

1.2. This document provides the Terms of Reference for the Committee and should be read in conjunction with the Standing Orders for the Board where relevant.

2. Remit
2.1. The remit of the Committee covers:
   • reward and remuneration strategy for the public service BBC divisions;
   • reward and remuneration strategy, including incentive schemes, for the commercial subsidiaries of the BBC;
   • remuneration arrangements for Executive members of the Board; and
   • remuneration arrangements for BBC Executive Committee members.

3. Responsibilities
3.1. The core responsibilities of the Committee are to:
   • oversee the reward strategy across the whole of the BBC on behalf of the BBC Board;
   • approve any changes in remuneration strategy across the Group;
   • set and monitor the remuneration policy for Executive Directors and Senior leaders;
   • set the remuneration for all Executive members of the BBC Board and the Executive Committee (no Director or senior manager shall be involved in any decisions as to their own remuneration);
   • approve any severance or redundancy arrangements for Executive members of the BBC Board and the Executive Committee;
   • monitor the implementation and relevance of the agreed strategy, ensuring the BBC remains on track and in line with expectations;
   • consider quarterly reports from management on Reward activity, key annual metrics and the caseload and decisions of the Senior Manager Remuneration Committee;
   • review and approve the remuneration report within the BBC Annual Report and Accounts, including the report on pay disclosures for those earning over £150k per annum from the licence fee;
   • agree and approve the strategy and principles for incentive schemes across the BBC Group;
   • agree and approve the target setting and payout levels for any incentive schemes that include a member of the Executive Committee; and
   • conduct other ad hoc activity related to the remit of the Committee.
4. **Membership and attendance**

4.1 Members of the Committee are appointed by the Board on the recommendation of the Nominations Committee. Including the Chair, the Committee consists of at least three non-executive directors.

4.2 The Chairman of the Board, the Director-General, the Chief Financial Officer and the Group HR Director are invited to attend meetings. Other individuals may be invited to attend all or part of any meeting, as and when appropriate. The Committee may also seek such advice and/or assistance from individuals as it considers appropriate. This may include (but not be limited to) the Director of Reward or external advisors.

4.3 The Company Secretary (or their nominee) is Secretary of the Committee.

4.4 The Committee is free to meet in private at any time.

5. **Quorum**

5.1 The quorum necessary for the transaction of business is two Committee members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6. **Frequency of meetings**

6.1 The Committee meets at least four times a year and at other times as required.

6.2 Meetings may be held without members being physically present in the same place, for example by telephone or video-conference. When a member attends by telephone or video-conference they are counted as being in attendance for the purposes of a quorum.

7. **Notice of meetings**

7.1 Meetings of the Committee are summoned by the Secretary (or their nominee). Meetings can be requested by any member of the Committee, by the Deputy Director-General, the Director, HR or by the Chairman of the Board.

7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee and any other person required to attend no fewer than three working days prior to the date of the meeting.

8. **Minutes of meetings**

8.1 The Secretary (or their nominee) shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
8.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Committee members should also advise the Secretary of any conflicts, as they arise, outside of the meetings.

8.3 Minutes of the Committee meetings shall be circulated promptly to all members of the Committee. A summary of the minutes would be available to other Board members.

9. Review and reporting
9.1 The Committee shall annually review its own performance and terms of reference and recommend any changes to the Board for approval.

9.2 The Committee Chair will formally report to the Board after each meeting of the Committee.