

TERMS OF REFERENCE: WIRRAL EVOLUTIONS LTD: REMUNERATION AND NOMINATION SUB COMMITTEE

Headings		Terms
1	Purpose	The Remuneration and Nomination Sub Committee purpose is to assist and advise the Board in order to motivate and retain an appropriate structure, size and balance of skills, which will attract the best talents in the market to support the Company's Vision and Values, whilst maximising Shareholder benefit
2	Accountability	The Remuneration and Nomination Sub Committee is a non-executive committee and has no executive powers, other than those specifically delegated in these terms of reference. Two voting members of the Committee will be required for quoracy
3	Reporting	The Committee shall report to the Board on how it discharges its responsibilities on an annual basis and draw to the attention any issues that require Board action in a timely manner
4	Principles	Each member agrees to work co-operatively to achieve the objectives of Wirral Evolutions Ltd adopting the following principles: <ul style="list-style-type: none"> ✚ Foster openness and productive debates amongst members ✚ Apply independent thinking and objectivity ✚ Promote continuous improvement and celebrate achievements ✚ Embrace the values of inclusion and equality ✚ Uphold Wirral Evolutions Ltd code of conduct principles in section 2
5	Roles and responsibilities	Remunerations, the Committee will: - <ul style="list-style-type: none"> ✚ Review and oversee the implementation of remuneration policies ✚ To make recommendations to the Board on the Company's policy for all Non-Executive Directors and Senior Management remuneration ✚ Review and make recommendations on National Joint Council pay awards ✚ Benchmark salaries, paid by comparable companies annually ✚ Review and make recommendations to Board on any compensation arrangements Nominations, the Committee will: - <ul style="list-style-type: none"> ✚ Oversee and support a formal, rigorous and transparent recruitment and selection process of the Managing Director's appointment ✚ Examine the skills and characteristics needed in accordance with the succession planning model in section 2 ✚ Consider and make recommendations regarding potential external Non-Executive Director roles on the Board ✚ Oversee the maintenance of an effective framework for succession planning of senior executive and non-executive roles
6	Membership, Recruitment and Selection	<ul style="list-style-type: none"> ✚ The Committee shall be appointed by the Board from its Non-Executive Directors and shall consist of no less than two voting members ✚ The Chair of the Board will be appointed as Chair of this Committee ✚ The Managing Director and internal/external representatives will attend meetings upon request
7	Remuneration of membership	<ul style="list-style-type: none"> ✚ Remuneration forms part of the Non-Executive Directors contract ✚ Travel and other reasonable expenses can be reimbursed in accordance with Wirral Evolutions expenses policy located in HR Rules and Regulations in section 4
8	Declaration of interest and confidentiality	<ul style="list-style-type: none"> ✚ All members to adhere with the Company's declaration of interest policy located in section 4
9	Administration and reporting arrangements	<ul style="list-style-type: none"> ✚ The Committee will meet as required, but a minimum of once a year at a suitable location ✚ Agendas will be prepared and distributed by Business Support one-week prior to the meeting. Action notes will be prepared and distributed by a Non Executive Director, two weeks post the meeting ✚ The Terms of Reference will be reviewed annually by the Board