

Remuneration and Nominations Committee (RemCo)

Terms of Reference

1. Strategic Overview

Under paragraph 13 to Schedule 15 the Legal Services Act 2007 the Office for Legal Complaints may appoint staff. The Legal Ombudsman has responsibility for the recruitment, retention and motivation of these staff and these activities are within the powers of the Executive. RemCo has been constituted to challenge, assist and advise the Executive and provide assurance to the Board in these endeavours.

2. Role of RemCo

- a. To provide assurance to the OLC Board that the Legal Ombudsman is discharging these responsibilities equitably.
- b. To provide assurance that a suitable strategic human resources framework is in place to deliver the organisational objectives agreed by the Board.
- c. To ensure that the Legal Ombudsman has suitable arrangements to remunerate its senior staff. In order to ensure suitable internal control, the RemCo has a delegation from the Board to approve the pay policy for the Chief Ombudsman on an annual basis.
- d. To comment following consultation, to present challenge when appropriate and to be available when requested as a source of advice to the Executive in the discharge of these responsibilities and the development of best practice.
- e. To oversee arrangements for senior appointments and succession planning in line with delegated authority from the OLC Board.

3. Specific Responsibilities

In Respect of HR Framework and Policies

- a. Review the People Strategy and Plan.
- b. Receive a report from the Executive in each of the three meetings in each year on operation and delivery of the People Strategy and Plan.
- c. Review policy relating to the recruitment and management of people assuring itself that these are equitable and lawful in character. The items of policy will be agreed from time to time through consultation with the Executive but should include policy in the areas of Recruitment, Grievance, Discipline, Remuneration, Health and Safety and Redundancy.

In Respect of Nominations

- d. To advise and oversee arrangements for senior appointments and succession planning as agreed by the Chair of the OLC Board and Chief Ombudsman.

In respect of Remuneration

- e. Review from time to time terms and conditions of service of all staff to gain assurance that these are fit for purpose in delivering organisational objectives.
- f. Review periodically the remuneration, pensions, benefits and allowances of the Chief Ombudsman and provide advice to the Chief Ombudsman on the same for Senior Staff.
- g. Provide advice on any amendments to the organisation's pay structures, including cost of living increases and bonus/performance related pay schemes operated by the organisation and advise the Executive on the suitability of the total annual payments made under such schemes.

4. **Governance**

- a. The Chair of the Committee will be a non-executive member of the OLC Board.
- b. Members of the Committee will act with independence and objectivity in the conduct of their responsibilities. In addition, each member should have a sound understanding of the objectives and priorities of the OLC and of their role as a Committee member.
- c. Committee members shall be appointed by and from the OLC and the period of appointment to the committee shall be commensurate with the agreed term of appointment for the OLC. The Chair of the OLC may not be a member of RemCo but may attend.
- d. The Chair of RemCo shall not at the same time hold the Chair of ARAC.
- e. The quorum of the Committee shall be three members who should attend in person whenever possible but may attend by telephone or skype or other similar remote means with the prior agreement of the Committee Chair.
- f. Senior management and staff also attend meetings as agreed.

5. **Conflicts of Interest**

A Committee member or attendee who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee should give prior notification to the Chair or, if this is not possible, declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

6. **Support and Meetings**

Support for the Committee will be provided by the Board Secretary who will make arrangements for the organisation and minuting of Committee meetings, the coordination and distribution of papers.

In respect of Committee meetings;

- a. These shall be held not less than three times a year and where possible should coincide with key dates in the OLC's reporting calendar.
- b. The Chair of RemCo may convene additional meetings if thought necessary and with the agreement of the Chair of the Board.
- c. Agenda and supporting papers will, wherever possible, be produced and distributed to members and attendees at least one week (5 working days) before meetings.
- d. Wherever possible, draft minutes will be circulated by the Board Secretary and all attendees within 10 working days following a Committee meeting.

7. **Reporting to the OLC**

The minutes of each RemCo meeting will be made available to members of the OLC. The Chair of RemCo will make regular verbal reports to the OLC if requested by the Chair of the Board.

29 June 2020