

Remuneration and Management Development Committee

Terms of Reference

March 2025

1. Constitution, General Scope, Purpose and Authority

The Board of RTÉ resolves to establish a committee of the Board known as the Remuneration and Management Development Committee (“the Committee”).

The Committee will be responsible for:

- a) The oversight of the remuneration, terms and conditions, succession planning and development of the Director General (“the DG”), Leadership Team (“the LT”) members and the Company Secretary.
- b) Oversight of the remuneration of presenting engagements as follows; (i) in the case of employees, where the base salary is €100,000 or more per annum and (ii) in the case of non-staff presenting engagements where total fees payable pursuant to the contract are €100,000 or more.
- c) Oversight of the remuneration policy of RTÉ.
- d) Oversight of arrangements for the termination of Leadership Team members.
- e) Advising the Chair of the RTÉ Board in relation to the succession planning of RTÉ Board and non-executive subsidiary company board members.
- f) Duties as set out in detail in Section 4 of this document.

The Committee is authorised by the Board to:

- g) examine any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee;
- h) to obtain independent legal advice or other independent professional advice on any matters within its terms of reference, as deemed necessary.

The Committee will adhere to Government policy on the payment arrangements for CEO’s of State Bodies and, where applicable, other staff as set out in the Code of Practice for the Governance of State Bodies (“the Code”).

2. Membership

- a) The members of the Remuneration and Management Development Committee shall be appointed by the Board and shall consist of not less than three independent¹ Board members, one of whom shall be the Chair of the Board. The Director General shall not be a member.

¹ As defined in Provision 10 of the UK Corporate Governance Code (July 2018)

- b) The Chair of the Board shall act as Chair of the Committee. In the absence of the Chair, the members who are present shall choose an acting Chair for the meeting.

A quorum shall be two members.

- c) Only members of the Remuneration and Management Development Committee have the automatic right to attend Committee meetings. The Group Secretary will, at the invitation of the Chair of the Committee, attend meetings, except for any part of a meeting which the Chair of the Committee wishes to reserve for Committee members only. Other Board members and executive management may also be invited to attend all or part of any meeting(s).
- d) The duration of appointments to the Remuneration and Management Development Committee is a matter for the Board and members may be appointed for a period of time up to, and including, the date of expiry of their Board membership.

3. Meetings

3.1 Frequency / incorporeal meetings

- a) The Committee shall meet at least twice a year, and otherwise as required.
- b) Where necessary, meetings may be held by telephone or other suitable electronic means whereby all the members of the Committee can hear and be heard.

3.2 Notice of meetings

- a) Meetings of the Committee shall be organised by the Secretary of the Committee at the request of any of its members and in accordance with an agreed work plan.
- b) 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, in a timely manner in advance of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.
- c) The RTÉ Group Secretary, or his / her nominee, shall act as the Secretary of the Committee.

3.3 Minutes of meetings and access to RTÉ Group Secretary

- a) The Committee shall have access to the services of the RTÉ Group Secretary on all committee matters including assisting the Chair of the Committee in planning the Committee's work; drawing up meeting agendas; maintaining minutes and providing any other necessary practical support as deemed necessary.

- b) The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. (In the event that the Secretary is not present for an agenda item, the members who are present shall nominate one member to minute the proceedings).
- c) Draft minutes of Committee meetings shall be circulated promptly by the Secretary to all members of the Committee and, once agreed, to all members of the Board.

3.4 Conflicts of interest

- a) The Committee will follow the same process for recording declarations of interest as set out in the RTÉ Board Terms of Reference, section 4.6.
- b) The DG, member of the LT or Company Secretary may not participate in discussions or decisions relating to their own remuneration.

4. Duties

The duties of the Committee are as follows:

- a) Considering the targets, performance and remuneration of the Director General, the appointment, targets, performance and remuneration of his / her deputy, or any person temporarily appointed to the position of Director General in accordance with Section 89 (8) of the Broadcasting Act 2009, and making recommendations to the Board prior to seeking Government approval thereon. Such consideration will take place in the context of relevant Government policy.
- b) Approval, in consultation with the DG, of the remuneration and other terms and conditions of employment of members of the DG's Leadership Team and Company Secretary, having regard to Government policy in relation to remuneration of senior management of Commercial State Bodies, prior to approval by the Board of appointments to LT or Company Secretary position.
- c) Review the performance of LT members annually. This will be in the form of a written report from the DG on LT members' delivery of objectives and key results.
- d) Review annually, in consultation with the DG, opportunities to develop the talent pipeline, succession planning and leadership development for LT positions.
- e) Approval of any performance related rewards system (and changes thereto) in respect of members of the LT / Company Secretary or schemes related to commercial performance.

- f) Approval of the RTÉ Remuneration Policy.
- g) In addition to clause 1 (b) above, approval of the remuneration of RTÉ's 10 highest earning on-air presenting engagements (as determined by the previous year's figures).
- h) Considering the remuneration of any non-Government appointed members of the boards of RTÉ subsidiary companies. (For the avoidance of doubt, the remuneration of members of the Board of RTÉ is determined by Government and, as such, is not a specific consideration of this Committee).
- i) To set and periodically review the objectives, role and reporting line of the Group Secretariat function. To approve the appointment of the RTÉ Group Secretary. To review the performance of the Company Secretary.
- j) To advise the Chair, in the context of advising the Minister regarding upcoming board appointments, on the requisite depth of relevant sectoral, operational, geographical and functional capability required on the Board, to also include the specific skills and experiences of Board members as set out in Section 82 of the Broadcasting Act (2009) and ensuring due regard to the provisions in the Code² regarding gender balance, diversity and inclusion.
- k) Obtain reliable, up-to-date information about remuneration in other organisations of comparable scale and complexity. To help it fulfil its obligations the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of RTÉ but within any budgetary restraints imposed by the Board of RTÉ.
- l) Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.
- m) Ensure that, with respect to the persons referred to at paragraphs 4(a) to (d), contractual terms on termination, and any payments made, are fair to the individual and RTE, that failure is not rewarded and that the duty to mitigate loss is fully recognized in accordance with the Remuneration policy.
- n) Oversee any major changes in employee benefit structures throughout the RTÉ group and the terms of any Voluntary Severance programmes.
- o) Work and liaise as necessary with all other Board committees.

² Code of Practice for the Governance of State Bodies: Annex on Gender Balance, Diversity and Inclusion (2020).

Remuneration, for the purposes of this policy means: -

- In the case of employees; basic salary, allowances, superannuation, and any and all financial or equivalent benefits such as benefits in kind (i.e. total individual remuneration package);
- In the case of non-staff presenting engagements; the total fee payable, including any and all financial allowances, but exclusive of VAT.

Reporting Procedures

- a) The Chair of the Committee shall report formally to the Board on the Committee's proceedings after each meeting, normally at the next scheduled Board meeting. The Chair of the Committee shall ensure that matters of material concern that may be relevant to the full Board's responsibilities are brought to the attention of the full Board promptly.
- b) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- c) The Committee shall compile a report describing its membership and its duties and activities during the year, to be included in the Annual Report and Accounts.
- d) The report referred to in paragraph 5(c) shall include the figures for RTÉ's highest earning presenters referred to in paragraph 4(c), which shall be provided to the Committee prior to being published or included in the Annual Report and Accounts.
- e) The Chair of the Committee shall, on an annual basis, provide the members of the Board with the opportunity to informally share or discuss feedback in relation to the performance of the DG in order that this be taken into account as part of the DG's performance assessment process.
- f) The Company Secretary, in consultation with the Chair of the Committee, will prepare a work plan annually including KPI's reflecting the Committee's priorities for the year ahead and to ensure that the Committee has adequate coverage of its oversight arrangements as set out in its terms of reference.

5. Other Matters

- a) The Committee will review these terms of reference periodically and make recommendations to the Board on updating or amending them, as appropriate.
- b) The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.