

Governing Board Committee

Terms of Reference

Cochrane's Articles of Association provide the Governing Board with the power to appoint Board Committees, and to delegate to these Committees authority to undertake its duties or functions as required. People who are not Members of the Governing Board may be invited to participate accordance with the role and remit of the relevant Committee (Articles of Association Clause 19.6).

Committee	Remuneration Committee
Purpose	The Remuneration Committee is responsible for ensuring the charity has transparent, appropriate, and fair remuneration for the Charity's Chief Executive Officer and Co-Chairs that is aligned with the charity's purpose and values.
Membership	<ul style="list-style-type: none"> • Catherine Marshall (Chair and Board Co-Chair), appointed September 2019, • Juan Franco, appointed January 2022 • Karen Kelly (Treasurer), appointed September 2020 • Marguerite Koster, appointed September 2019 <p><i>Non-voting:</i></p> <ul style="list-style-type: none"> • Casey Early, Director of Finance & Corporate Services
Remit	<p>The remit of the Remuneration Committee is to:</p> <ul style="list-style-type: none"> • Recommend to the Board the remuneration packages for the Chief Executive Officer and Editor in Chief in line with the charity's purpose and values, financial position, and market intelligence; and consideration of performance and development through the annual appraisal mechanism. • Ensure the Cochrane Charity remains a good employer and treats employees fairly when determining any salary and/or pension contribution increases. • Ensure the charity remains compliant with best practice and legal requirements related to remuneration in the countries in which the charity employs staff. • Recommend to the Board the remuneration for Board officers (e.g. Co-Chairs) in accordance with the Articles of Association. In the case of discussions on Co-Chair remuneration, the Treasurer will assume chairing responsibilities. <p>Further, the Chair of the Committee shall:</p> <ol style="list-style-type: none"> 1. attend the Annual General Meeting to answer any questions that fall within the Committee's terms of reference, and 2. prepare a statement for the annual remuneration report summarising the major decisions on directors' remuneration, any substantial changes made during the year, and the context in which those changes occurred, and decisions have been taken
Quorum	Quorum will be a minimum of two members.

Meetings	<ul style="list-style-type: none"> • The Committee will meet ad hoc when it may be necessary. • The Director of Finance & Corporate Services be in attendance at all meetings. • Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities. • Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. • Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. • All decisions will be voted on by a simple majority of those present. In the case of equality, the Chair will have a casting vote.
Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> • All members of the Committee are appointed by the Board. The Committee shall consist of not less than two Trustees appointed by the Board in addition to the Chair. • The Chair will normally be a Co-Chair of the Board and the Honorary Treasurer should also be member. • The Committee may co-opt members who in the opinion of the Committee will bring additional relevant skills to the Committee, but Trustees shall always form the majority. • The Remuneration Committee reports directly to the Board. Decisions taken by the Remuneration Committee will be reflected in the annual charity Plan & Budget, which is put to the Board for approval.
Record of Meetings	<ul style="list-style-type: none"> • The Director of Finance & Corporate Services will ensure that secretariat services are provided to the Committee, including the taking of minutes, record of attendance and distribution of papers. • Approved minutes will be issued normally within 10 working days of the meeting and will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. • These minutes will be taken to the Committee for approval, and if requested, made available to the full Governing Board. • The approved minutes will then be recorded in the Convene Document Library.
Review	These Terms of Reference will be reviewed annually and any changes approved by the Board.
First prepared	April 2017 Finance, Audit and Investment Committee
Last updated	November 2021
Governing Board approved	9 March 2022