

**CENTRAL BANK OF IRELAND**  
**REMUNERATION COMMITTEE**  
**TERMS OF REFERENCE**

<b>ESTABLISHMENT AND APPROVAL</b>	The Remuneration Committee (the Committee) was established by the Commission with effect from November 2021. The Terms of Reference of the Committee are approved by the Commission.
<b>PURPOSE</b>	The Commission has established the Committee as a sub-committee to provide support to the Commission in meeting its responsibilities for issues relating to remuneration policy and remuneration.
<b>RESPONSIBILITIES</b>	<p>The role of the Committee is expressed in terms of oversight and review. Its key responsibilities are as follows:</p> <ul style="list-style-type: none"> <li>• Review on at least an annual basis, and make recommendations to the Commission, for the remuneration of the Governor, Deputy Governors and Chief Operations Officer.</li> <li>• Review, on at least an annual basis, the Bank’s overall remuneration policy and principles and make recommendations to the Commission where necessary;</li> <li>• Consider other relevant items that the Commission may request of the Committee from time to time.</li> </ul>
<b>CHAIRPERSON</b>	The Chairperson of the Committee is a non-executive member of the Commission and is appointed by the Commission.
<b>DUTIES AND RESPONSIBILITIES OF THE CHAIRPERSON</b>	<p>The Chairperson has particular responsibility for ensuring:</p> <ul style="list-style-type: none"> <li>• that the Committee is appropriately resourced and independent;</li> <li>• reports to the Committee contain relevant information and are provided at the right time in an appropriate format;</li> <li>• absent Committee members are briefed on meetings and attendance records are maintained and reviewed annually;</li> <li>• relevant reports are provided to the Commission;</li> <li>• matters arising are reported on at each subsequent meeting; and</li> <li>• has an advisory involvement in the appointment of new Committee members.</li> </ul>
<b>MEMBERSHIP</b>	The Committee is appointed by the Commission and is comprised of three non-executive members.

	<p>Membership of the Committee may be reviewed each year by the Chairperson of the Commission who shall consult with the Chairperson of the Committee and changes as required shall be recommended to the Commission at that time.</p> <p>Committee members are appointed for three years<sup>1</sup>, with the option to extend by up to three years, subject to a maximum of six years in total. Notwithstanding this, where a member is a Commission Member and their appointment to the Commission ceases they will cease to be a member of the Committee.</p> <p>All members will be obliged to disclose any conflicts of interest in line with the Commission's Code of Conduct and Ethics.</p>
<p><b>MEETINGS AND ATTENDANCE</b></p>	<p>Meetings of the Committee are held once a year, normally in November.</p> <p>The Chairperson of the Committee can, when necessary, convene a special meeting of the Committee.</p> <p>It is the intention that the Committee meets only when all members are available, however, at the discretion of the Chair, a meeting could be held based on a quorum of two members attending if that were deemed necessary.</p> <p>Meetings are scheduled in advance of the Commission in order to allow members adequate time to review and endorse papers for subsequent submission to the Commission.</p> <p>The Chairperson of the Commission and other executive members of the Commission may be invited to attend meetings, or parts of meetings, at the request of the Chairperson. Non-executive members of the Commission who are not members of the Committee may attend a meeting of the Committee.</p> <p>Relevant members of management or staff may be invited to attend meetings, or parts of meetings, at the request of the Chairperson.</p> <p>Any person whose remuneration is subject to consideration by the Committee will not attend at the meeting for those considerations.</p>
<p><b>DECISIONS</b></p>	<p>The Committee is an advisory body, making recommendations to the Commission.</p> <p>Items can be taken by written procedure if necessary as decided by the Chairperson on the basis of the need for consideration of an item</p>

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<sup>1</sup> This provision will not be applied retrospectively, accordingly members serving at the date the revised Terms of Reference are adopted will continue in office in line with their current appointment to the Commission. Where a member is re-appointed to the Commission, for a second term of office, their membership of the Committee will be subject to a maximum of a further three years.

	outside of the scheduled meetings. Written procedures should be submitted three days in advance of the required response.
<b>ESCALATION PROCESS</b>	The Chairperson will bring any matters that require escalation for consideration or decision to the Commission. It will be for the Chairperson to decide what matters are brought for escalation, however the Committee may advise the Chairperson to do so. The Chairperson will report back to the Committee, in a timely manner, the outcome of the escalation process; however, as members of the Commission, all members of the Committee are entitled to be in attendance at meetings of the Commission where such escalated matters are considered.
<b>REPORTING TO</b>	At the Commission meeting following each meeting of the Committee, the Chairperson will report to the Commission on the activities of the Committee.
<b>SECRETARY AND SUPPORT SERVICES</b>	The Secretary of the Bank (or their nominee) acts as Secretary to the Committee.  The Secretary is supported in this role by the Governance Unit in the Internal Governance Division.  The Governance Unit will maintain a record of all material submitted to the Committee.
<b>AGENDA</b>	The Chairperson is responsible for the effective management of the Committee's agenda and ensuring that adequate time is made available for discussion of all agenda items.  Members can suggest items for inclusion on the agenda.  The draft agenda will be circulated five working days in advance of and the final agenda agreed at the relevant meeting; the Chairperson proposes the draft agenda for adoption at the relevant meeting.  All items coming before the Committee should have clear sponsorship and authorship assigned and identified.
<b>MINUTES</b>	Minutes of meetings are circulated to members approximately ten working days after the meeting and are agreed by written procedure and noted at the next meeting of the Committee.  The Secretary circulates the minutes of meetings of the Committee to all members of the Commission and includes them on the agenda of the Commission.
<b>PAPERS</b>	The Secretary will ensure that the Committee receives information and papers in a timely manner five working days in advance of the meeting to enable full and proper consideration to be given to the

	<p>issues. Papers/presentations should clearly identify whether the matter is:</p> <ul style="list-style-type: none"> <li>• for information / for noting;</li> <li>• for consideration (where an item will ultimately come back for recommendation/decision? at a later stage); or</li> <li>• for recommendation to the Commission.</li> </ul> <p>If necessary, and as agreed by the Chairperson, some items can be taken by written procedure.</p> <p>In general, presentations can be used when seeking the Committee's views on matters or providing explanations/analysis of topics etc. When specific recommendations are required, a paper should be prepared.</p>
<b>SEEK INFORMATION</b>	In the performance of its functions, the Committee may seek any information it requires from any member of the management or staff of the Bank.
<b>PROFESSIONAL ADVICE</b>	The Committee is authorised by the Commission to obtain outside legal or other independent professional advice at its discretion.
<b>PROCEDURES</b>	The procedures which govern the functioning of the Commission, and its sub-committees, are provided to Commission Members on induction, as part of the Commission Handbook.
<b>PERFORMANCE AND EFFECTIVENESS</b>	<p>The Chairperson of the Committee will initiate a formal review of the performance of the Committee on a two-yearly basis to assess the extent to which responsibilities are being met; the Committee is operating efficiently; that the scope and membership remains appropriate; and the terms of reference remain up to date.</p> <p>The Committee can, at any time, propose changes to its Terms of Reference or membership to the Commission.</p>

Approved: February 2023

Date for next review: November 2024