Scottish Rail Holdings Limited (SRH)

Terms of Reference: Remuneration and Appointments Committee

Release Certificate	
Status of this Document:	Approved
Document Version:	2.0
Release Date:	18/09/2025

Document Control

Title:	SRH Terms of Reference Remuneration and Appointments Committee
Reference:	SRH/Committees/Remuneration and Appointments
Version:	*2.0*
Release Date:	18/09/2025
Author:	Neil Amner, General Counsel
Total Pages:	6 including preliminaries
Classification:	Official
Distribution:	Public
Disclaimer:	This document is uncontrolled when printed.

Document Approval

Approved By:	SRH Board	SRH Board meeting on 18/09/2025

Revision History

Version	Date	Issued By	Status	Comments
1.0	18/08/2022		Approved	Approved by SRH Board
1.1	11/08/2025	Board Secretary	Revised draft	For General Counsel review
1.2	15/08/2025	General Counsel	Revised draft	For Board approval
1.3	09/09/2025	Board Secretary	Revised draft	Taking account of Board comments 21/8
2.0	18/09/2025	Administrator	Published	Published on SRH Intranet and SRH Website

Table of Contents

Purpose

The SRH Board and Accountable Officer have established a Remuneration and Appointments Committee as a Committee of the SRH Board to support in their responsibilities regarding remuneration, performance and appointments.

Membership

The Committee will have at least three members (including the Committee Chair) that are Non-Executive Members of the SRH Board and will include the SRH Board Chair. Other than the SRH Board Chair, who is a standing member of the Committee, the Board will appoint Members to the Committee, such appointments will be noted in the Minutes of the relevant Board meeting.

Two non-executive members constitutes a quorum. In the event that the Remuneration Committee Chair is unavailable he/she will nominate another Member to chair the meeting.

The SRH Chief Executive will be a standing attendee of the Committee unless matters relating to the Chief Executive are being discussed. Other regular attendees will include General Counsel, Chief Operating Officer, Finance Director, People and Culture Director. Other members of staff may be invited to attend meetings as required.

The SRH Board Secretary will provide secretarial support for the Committee.

Interaction with the SRH Board

- **Reporting:** The Committee Chair will formally report to the SRH Board after each meeting. The format of the report should be the draft minutes (including agreed actions) along with an oral report highlighting key issues, risks and assurances as well as matters to be escalated to the Board. The Committee Chair is to respond to the Board Secretary within two business days of receipt of draft minutes for comment.
- **Status of Committee:** The Committee will have delegated authority on behalf of the SRH Board to approve all matters within its remit as described below, save where otherwise stated. All matters approved by the Committee shall be notified to the SRH Board via the reports described above.

Responsibilities

The overall purpose of the Remuneration and Appointments Committee, on behalf of the SRH Board and the Accountable Officer, is to ensure that remuneration and appointment arrangements support the strategic aims of SRH. In doing so the Committee will ensure compliance with:

- the relevant sections on pay and performance as may be outlined in the SRH Framework Agreement and Financial memorandum and SRH Group strategy and policy; and
- the Scottish Public Finance Manual (SPFM) in particular ensuring adherence to Scottish Government pay policies.

Specifically, the Committee will:

- consider and advise the Board on the pay remit to be submitted to the Scottish Government, where a pay remit is required. Pay arrangements for senior staff below Chief Executive are expected to be covered by the staff pay remit.
- consider and advise the Board on proposals for market testing, benchmarking, progression and / or regrading of staff salaries or other elements of pay or reward.
- consider the strategic implications of staff pay, expenses and reward policies including pensions arrangements for the Board and advise the Board accordingly
- receive for noting, and where deemed appropriate by the Chief Executive consider and advise the Chief Executive or the Board as appropriate, on other new people policies and strategies being developed by SRH
- consider and advise the Board on the remuneration and terms and conditions for the Chief Executive
- approve, in consultation with the Chief Executive, remuneration and terms and conditions for the Executive Directors
- consider and advise, in consultation with the Chief Executive, appraisals and succession planning for the Executive Team.
- consider and advise, in consultation with the SRH Chair, the annual appraisal and objectives of the Chief Executive.
- review and recommend a course of action to the Chief Executive for any proposed severance or settlement agreements, ensuring compliance with the SPFM and delegated authority limits.
- support the Chief Executive in any voluntary redundancy arrangements arising through restructuring.

Meetings

The procedures for meetings are:

- The Committee will normally meet quarterly but may agree to adjust the frequency of meetings as business requires, timed to ensure adherence to the Scottish Government's pay policy timeline. The Chair of the Committee may convene additional meetings, as they deem necessary.
- Papers for Committee meetings will issue five business days in advance of the meeting unless the urgency of business dictates otherwise and a lesser timescale is agreed by the Committee Chair and the Chief Executive.
- The Board may ask the Committee to convene further meetings to discuss any matter on which they want the Committee's advice.
- The Committee may decide to hold conjoined meetings of SRH, CSL and SRT Remuneration Committees, or part thereof. In this event, the one set of Minutes of the meeting will suffice for the decision of each Committee for the relevant Boards.

- The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of any matter.

Review

- The delegated authority to the Committee can be rescinded by the Board at any time. The Board has the right to recall any particular matter, considered and/or approved by the Committee, for the Board's consideration.
- The delegated authority will be reviewed by the Board at least annually as part of the review of these terms of reference.