



Terms of Reference

TRA Remuneration Committee

Purpose

The Remuneration Committee has responsibility to make final recommendations to the Secretary of State on all aspects of remuneration decisions for the TRA's senior public servant appointments. The recommendations will follow public sector pay guidance and HM Treasury guidance on the approval of senior pay.

The Remuneration Committee also provides strategic advice to the Chief Executives on people matters that affect the TRA's effectiveness, including workforce strategy, change, diversity and inclusion, senior leadership capability, and the recruitment, retention and incentivisation of expertise.

Membership

The membership of the Remuneration Committee consists of a maximum of four members:

- The Chair of the Committee;
- Two Non-Executive Board Members; and
- Up to one Independent Member

The quorum of the Committee is two members. In the absence of the Chair, another non-executive member of the Committee will act as Chair for that meeting.

Attendance

Remuneration Committee meetings will be attended by:

- The Head of the People Team;
- The Chief Executive, for matters related to the remuneration of senior public servants' (excluding themselves) and the pay of the TRA's non-senior public servants; and
- The Board Secretary (minutes).

Responsibilities

To act on behalf of the TRA to:

- ensure the TRA's senior public servants are rewarded fairly and according to their contribution to the TRA, both in achieving their objectives and in developing their competencies, skills and knowledge;

- determine the remuneration package of the Executive Committee members. The remuneration package of those who are executive members of the Board must be approved by the Secretary of State;
- determine the performance tranche and, where applicable, bonus distribution for the TRA's senior public servants, taking account of the TRA's overall performance and recommendations of line managers;
- advise the Chief Executive on the strategy for succession planning for the Executive Committee and senior leadership posts;
- provide a strategic steer to the Executive Committee on pay and wider people issues affecting the TRA's non-senior public servants;
- support and challenge the Executive Committee on the senior leadership capability, people strategy, operating model and workplace environment needed for effective delivery;
- test how the TRA recruits, retains and incentivises the expertise needed to deliver its statutory functions;
- consider wider people-related issues referred by the Board or ARAC where Board-level steer would add value; and
- have due regard, in exercising the Committee's responsibilities, to equal opportunities and the requirements of equalities legislation.

Meetings

The Remuneration Committee will meet twice a year. The Chair of the Committee may convene additional meetings, as they deem necessary. A secretariat function will be provided to the Committee.

The Chair may invite other non-executive directors or TRA officials to attend meetings where their contribution would support the Committee's business.

Reporting and effectiveness

The Remuneration Committee will formally report to the TRA Board and Accounting Officer after each meeting.

The Remuneration Committee will undertake a periodic evaluation of its performance in line with corporate governance best practice.

Declaration of Interest

If a member has a personal interest in any agenda item, they should notify the Chair (or another member in the case of the Chair having an interest) in advance of the meeting and declare the nature of the interest at the meeting before the matter is discussed.

In accordance with the provisions of the Code of Conduct, the Chair will decide whether the member may remain present at the meeting for the discussion on that item and any decision taken. The minutes of the meeting should record the

declaration of interest, its nature and whether the individual concerned left the room for the discussion.

Conduct

Members of Remuneration Committee must, in carrying out their respective responsibilities, work to the highest personal and professional standards and will:

- follow the [“Seven Principles of Public Life”](#) set out by the Committee on Standards in Public Life;
- follow the principles set out in the [Cabinet Office Code of Conduct for Board Members of Public Bodies \(“Code”\)](#); and
- be expected to endorse and exemplify the TRA values of integrity, expertise, transparency and inclusion.

When handling information either provided or created in the course of the TRA’s work, members must comply with the TRA’s information security policies, procedures and guidance and ensure that the confidentiality of the information is maintained and that it is protected from unauthorized disclosure or access.

Members should raise any concerns that they have about the propriety of the Remuneration Committee or any member confidentially with the Remuneration Committee Chair. Members should raise any concerns that they have about the propriety of the Remuneration Committee Chair with the Board Secretary.

Transparency

The TRA is committed to openness and transparency in relation to the conduct of its affairs and is subject to the provisions of the Freedom of Information Act 2000. Information about the Board and its committees can be found on the TRA [GOV.UK](#) page. Members must act in accordance with the TRA Code of Conduct and policies related to it.

Version 3.0

June 2026

Version control table

Version number	Date of update	Owner	Summary of changes
1.0	1 June 2021	Board Secretary	First version.
2.0	4 November 2024	Board Secretary	Amendment to membership composition and other minor amendments.
3.0	19 June 2026	Board Secretary	Updated to reflect RemCo's wider advisory remit on people, leadership, succession planning and workforce matters, while retaining its core remuneration responsibilities.