



National Audit Office

# Terms of Reference

## Remuneration and Nominations Committee

**Approved by the Board on 21 April 2026 <sup>1</sup>**

The Remuneration and Nominations Committee (“the Committee”) is a committee of the National Audit Office (“NAO”) Board (“the Board”), from which it derives its authority and to which it shall regularly report.

### Role

The Committee advises the Board on the remuneration framework for Executive Directors and, within that framework, exercises delegated authority to determine and oversee individual remuneration outcomes, in consultation with the C&AG and the Chair of the Board. The Committee also advises on succession planning for the Board and the Executive Team and supports the Board on strategic people related matters.

### Members

- 1 Members of the Committee shall be appointed by the Board. There shall be a maximum of five members of the Committee all of whom shall be non-executive members.
- 2 The Chair of the Committee (“the Chair”) shall be a non-executive member of the Board. The Chair of the Board shall not be the Chair of the Committee, although they may be a member of the Committee.
- 3 Other members of the Committee with relevant experience and expertise may be appointed from outside the Board.
- 4 Appointments shall be initially for up to three years with the possibility of reappointment for up to a further three years depending on any changes in non-executive membership.

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<sup>1</sup> The history of the Committee’s updates to its terms of reference is set out at Appendix Two

## **Quorum**

- 5 The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions of the Committee. If the meeting is inquorate, Committee decisions cannot be made, and any discussions shall be informal only. The Chair may then decide to call a special meeting to undertake the remaining business.

## **Meetings**

- 6 Meetings shall be held at least twice in each year at appropriate times in the reporting cycle, and at other times as required by the Chair of the Committee.
- 7 Meetings of the Committee shall be called at any time by the secretary of the Committee at the request of the Chair of the Committee or the Chair of the Board.
- 8 Any other member of the Committee or the Comptroller and Auditor General (C&AG), may request the Chair of the Committee to convene a meeting at any time. Unless otherwise agreed, notice of each meeting confirming the venue, time, and date together with an agenda of items to be discussed and papers relating thereto, shall be forwarded to each Committee member, any other person required to attend, no later than five working days before the meeting.

## **Chair**

- 9 The Chair of the Board shall appoint one of the other non-executive members of the Board as Chair of the Committee ("the Chair"). The Chair of the Board shall not be the Chair of the Committee. In the absence of the Chair, the remaining members present shall elect one of themselves to chair the meeting.

## **Attendance at meetings**

- 10 Only members of the Committee shall have the right to attend Committee meetings. Other individuals may be invited to attend all or part of any meeting as appropriate. The C&AG, the Chief People Officer and external advisers may be invited to attend all or part of any meetings as and when appropriate. Any member of the Committee may ask the Chair to request the withdrawal of any non-member from any meeting or part of a meeting.

## **Access to the Chair**

- 11 The Chief People Officer shall have free and confidential access to the Chair.

## **Secretarial support**

- 12 The Committee shall have access to sufficient resources in order to carry out its duties. This shall include the support of a secretary with responsibility for arranging meetings, drafting agendas in consultation with the Chair, commissioning and circulating papers,

maintaining Committee records including taking minutes and undertaking any Committee business that may fall outside meetings.

## **Minutes and conflicts of interest**

- 13 Committee proceedings, decisions and actions required from all meetings shall be minuted and shall include a record of the names of those present and in attendance.
- 14 Any potential conflicts of interest shall be identified at the start of each meeting and recorded in the minutes. Each member shall have a duty to notify any circumstances which may constitute a conflict of interest to the secretary and/or Chair prior to the commencement of the meeting to enable a determination to be made as to what procedure should be adopted to limit the member's participation in the meeting in respect of the agenda item(s) which gives rise to the conflict or potential conflict.
- 15 Draft minutes shall be circulated promptly to Committee members and once approved, to meeting attendees and all Board members unless a conflict of interest or a matter of confidentiality exists.

## **Disclosure**

- 16 The Committee's terms of reference and membership shall be available on the NAO website.
- 17 The NAO Annual Report shall describe the role, responsibilities, and composition of the Committee. The number of meetings of the Committee, the attendance record of members and any fees paid during the year shall also be disclosed in the Annual Report.

## **Training**

- 18 The NAO shall make resources available to provide Committee members with appropriate and timely training, in the form of a suitable induction process for new members and ongoing training as appropriate for existing members. Members are expected to complete mandatory training on ethics as and when required or any other mandatory training deemed necessary.

## **Conduct**

- 19 The same expectations for conduct as set out in the Code of Conduct for the Board apply to all members of the Board's Committees.

## **Scope of delegated authority**

- 20 The Committee is a committee of the Board to which it reports on a regular basis.
- 21 The Committee's authority extends to all relevant matters (as set out in these terms of reference) relating to the carrying out of national audit functions (C&AG functions and NAO functions).

- 22** The Committee is authorised by the Board to investigate any matters within its terms of reference and to seek any information it requires from any Board Member or employee of the NAO in order to carry out its duties.
- 23** In connection with its duties, the Committee is authorised by the Board to obtain independent legal or other professional advice at the NAO's expense, and within any budgetary constraints to appoint remuneration consultants and to commission or purchase any relevant reports, surveys, or information which it deems necessary to help it fulfil its duties.

## **Responsibilities of the Committee**

### Remuneration

**24** The Committee shall:

- Determine and agree with the Board the framework, or policy, for the remuneration of the three executive (employee)<sup>2</sup> members of the Board. No member shall be involved in any decisions as to their own remuneration.
- In determining such a policy, consider all factors which it deems necessary. The objective of such policy shall be to ensure that the executive members are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the NAO. The remuneration policy should be consistent with the NAO's values, culture and purpose.
- Review the ongoing appropriateness and relevance of the remuneration policy for executive members.
- Approve the design of, and determine targets for, any performance related pay schemes for executive members operated by the NAO and approve the total annual payments made under such schemes.
- Determine the policy for, and scope of, pension arrangements for each executive member.
- Ensure that contractual terms on termination, and any payments made, are fair to the individual executive member, and the NAO, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- Within the terms of the agreed remuneration policy and in consultation with the Chair of the Board and the C&AG, as appropriate, determine the total individual remuneration package of each executive member including bonuses, and incentive payments. In determining such packages and arrangements, give due regard to any relevant legal requirements and Treasury guidance.
- Review and note annually the remuneration trends across the NAO and have regard to the guidance issued by the Review Body on Senior Salaries.

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<sup>2</sup> With the agreement of the C&AG the Committee determines the remuneration of all the Executive Directors of the NAO.

- Be exclusively responsible for establishing the selection criteria, selecting, appointing, and setting the terms of reference for any remuneration consultants who advise the Committee.
- Obtain reliable, up-to-date information about remuneration in other organisations to assist the Committee's work. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.
- Advise on the remuneration of any other NAO staff referred to the Committee by the Board.
- Oversee any major changes in employee benefits structures throughout the NAO.

## Nominations

- 25** Advise the Chair on succession planning for non-executive members of the Board considering the challenges and opportunities facing the NAO and what skills and experience are therefore needed on the Board in the future. This should take into account balance of skills and diversity of backgrounds.
- 26** Advise the C&AG on the succession plans for the executive team, taking into account the C&AG's views on the roles, skills and diversity of backgrounds necessary for the effective leadership of the NAO. A discussion with the C&AG on the future make-up of the executive team will be a regular agenda item at meetings of the Committee.
- 27** Keep under review the leadership needs of the NAO; both executive and non-executive, with the view to ensuring the continued ability of the NAO to operate effectively in the public audit marketplace, and review periodically the governance arrangements underpinning the NAO's talent management and promotion practices.

## Non-executive appointments

- 28** The Committee shall:
- Before any new appointment is made to the Board, evaluate the balance of skills, knowledge, background and experience on the Board, and, in the light of this evaluation, advise the Chair (in respect of the non-executive members) on the role and capabilities required for a particular appointment.
  - Advise the Chair on the selection process for the non-executive members: i.e. whether to use NAO services or the services of external advisers to facilitate the search.
  - Review periodically the balance of skills and experience on the NAO Board and report its findings to the Board.

## Executive Team appointments

- 29** Where a vacancy arises for a member of the Executive Team or where a new role is envisaged, the C&AG shall discuss with the Committee the balance of skills, background, knowledge or experience required of the role(s) prior to any role being advertised.

- 30** The C&AG shall also consult the Committee on the components of the remuneration package to be offered to attract appropriate candidates for the role, including the range of starting salaries which might be offered.
- 31** The C&AG shall be solely responsible for determining the advertising and selection process which shall be used to fill each Executive Team role; however, a member of the Board shall be invited to sit on the selection panel for any Executive Team appointment, the individual to be determined through agreement between the Chair of the Board and the Chair of the Committee.
- 32** Following selection of a preferred candidate, the member of the Board sitting on the selection panel shall be authorised to act on the Committee's behalf in agreeing the remuneration package to be offered to the successful candidate and any subsequent negotiations on the final package.

## **Reporting responsibilities**

- 33** Following a meeting of the Committee, the Chair shall provide an oral report on Committee proceedings at the next Board meeting. The minutes of Committee meetings shall be circulated to all Board members in advance of Board meetings to enable the Board to discuss items where appropriate.
- 34** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.

## **Other matters**

- 35** The Committee shall:
- Review its own terms of reference annually and recommend to the Board any amendments to these terms of reference that it considers necessary.
  - Regularly review its own skills mix to ensure it is appropriate to the Committee's duties.
  - Assessment of Performance: the Committee's annual assessment of performance shall be coordinated with the annual Board evaluation exercise. The Chair's performance should be appraised annually by the Chair of Board.

# Appendix One

## **Committee information requirements**

NAO management shall ensure that all significant changes to NAO remuneration policy are notified to the Committee promptly.

For each meeting the Committee shall be provided with:

- A report summarising any significant changes to the NAO's remuneration policies and relevant changes to legislation.

As and when appropriate the Committee shall also be provided with:

- Any internal or external audit reports containing information relevant to the work of the Committee.

# Appendix Two

## **History of approval of the terms of reference of the Committee**

The Committee's terms of reference were approved by the Board on 22 September 2009. The Board subsequently approved updates to these terms of reference on:

3 December 2010

25 October 2012

19 January 2017

21 June 2024

21 April 2026