

Remuneration Committee Terms of Reference

1. Constitution and Membership

1.1 The Board has resolved to establish a committee of the Board to be the Remuneration Committee ("the Committee").

1.2 The Committee shall comprise at least 4 members, all of whom shall be non-executive Directors of the Board. Members of the Committee shall be appointed by the Board.

1.3 Only members of the Committee and the Chief Executive Officer (other than when the Committee is considering matters relating to the Chief Executive Officer) have the right to attend committee meetings. However, other individuals as the Committee shall determine and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.4 The Board shall appoint the Committee Chairman. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

A nominated Director or his or her nominee shall act as the secretary of the Committee.

3. Quorum

The quorum necessary for the transaction of business shall be three. 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 vested in or exercisable by the Committee.

4. Frequency of Meetings

The Committee shall meet at such times as the Chairman of the Committee shall require.

5. Notice of meetings

Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chairman.

6. Minutes of meetings

6.1 The secretary shall minute the proceedings and resolutions of all Committee meetings.

6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee.

7. Duties

The Committee shall:

7.1 Approve the remuneration policy, key operating Principles, and structure applicable to the Chief Executive Officer, all County FA employees who report into the Chief Executive Officer within the management structure.

7.2 Approve as required, the salary, bonus and other terms and conditions of those employees covered by 7.1 above.

7.3 Approve as required, the level of remuneration and other terms and conditions of the Chairs and non-executive Directors of all County FA companies.

7.4 Approve terms relating to the termination of the contract of employment of any employee as provided for in 7.1 above and the Chairs and non-executive Directors of all County FA companies and any settlement or termination agreements.

7.5 Periodically review the reward policy and structure that applies to County FA employees below the level of those provided for in 7.1 above, to ensure that this is consistent with the overall aims and objectives of the County FA.

7.6 Be responsible for establishing the selection criteria, selecting, appointing, and setting the terms of reference for any remuneration consultants who advise the Committee.

8. Reporting responsibilities

8.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9. Authority

9.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

9.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.