

**The Knapp Foundation**  
**Registered Charity Number: 1200294**

**Terms of Reference for the Remuneration Committee of the Knapp Foundation**

- 1.1 The Remuneration Committee has responsibility for remuneration and all matters relating to the conditions and payment of employees of the Knapp Foundation.
- 1.2 The Remuneration Committee is a sub-committee of the Board of Trustees of the Foundation and is responsible to it. Its chairman is the Director of the Foundation. The Remuneration Committee may not diverge from the policies, decisions and express wishes of the Trustees, nor may it substitute for or act in any way contrary to the responsibilities of the Trustees either in law or in relation to any regulatory body to which the Trustees are answerable.
- 1.3 The membership of the Remuneration Committee consists of the Director and at least one other trustee (preferably with an expertise in employment and remuneration matters), appointed by the Board of the Trustees.
- 1.4 The Remuneration Committee will meet as often as necessary to fulfil its functions. It may meet or make its decisions by electronic means.
- 1.5 The Director will report on the work of the Remuneration Committee to the Board of Trustees at least once a year.
- 1.6 The Remuneration Committee has oversight, within a framework agreed by the Trustees, of the salary levels, benefits and pension arrangements of all employees of the Foundation. The Remuneration Committee may provide advice to the Trustees on the matters within its remit.
- 1.7 The Remuneration Committee may receive representations from employees, or their representatives on the matters directly in its remit. The Remuneration Committee does not deal with disciplinary or welfare matters, except where these directly affects the remuneration, benefits and emoluments of an employee.