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Guidance for Remuneration Committees

A FRAMEWORK FOR REMUNERATION COMMITTEES

REMUNERATION COMMITTEE GUIDANCE

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The Remuneration Committee Forum (the "Forum") is constituted as a forum of the Institute of Directors in South Africa ("IoDSA"), and is sponsored by EY. The activities of the Forum have specific focus on the governance, accountability, role and duties of remuneration committee members.

The objective of the Forum is to serve as a platform for discussion and dissemination of guidance to remuneration committee members either in the form of papers or events.

The current members of the Forum are:

Dr R Nienaber	*Independent (Chair)*
Mr T Anderson	*Independent*
Mr C Blair	*21st Century*
Mr D Couldridge	*Ninety One*
Ms J Dixon	*IoDSA (Secretariat)*
Mr L Grubb	*South African Reward Association (SARA)*
Mr R Harraway	*Independent (Lead author of original paper and review 1)*
Mr M Hopkins	*Bowman Gilfillan*
Ms M Jialal-Dasrath	*Independent*
Mr A Johnston	*Independent*
Ms A Keke	*Independent*
Mr P Koornhof	*Allan Gray*
Ms E Kumalo	*Independent*
Dr K Mohamed-Padayachee	*Independent*
Ms P Natesan	*IoDSA*
Mr B Olivier	*Vasdex*
Mr M Pannell	*Korn Ferry*
Mr C Schaefer	*EY*
Ms S Tosh	*Independent*
Ms V Vandayar	*IoDSA*
Mr M Westcott	*WillisTowersWatson*

The original version of this paper was produced in May 2013. It was updated by the Forum as Revision 1 in August 2020 to align with subsequent changes in regulations, legislation and market trends

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Introduction

This paper is an update of the original version published in October 2014 before the King IV Report on Corporate Governance for South Africa 2016 (King IV) was published. The original version was aligned to the King Code of Governance Principles and the King Report on Governance (King III). This updated version incorporates the King IV approach and other changes in legislation and best practice.

The remuneration committee is appointed by the board to assist it in ensuring that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term[1]. The remuneration committee has final authority on all remuneration matters of the company, subject only to the approval of the board, and in the case of non-executive director fees, approval by the shareholders.

As a body representing the board, the remuneration committee plays an essential role in overseeing the quality of the remuneration disclosures and decisions of a company. The remuneration committee plays a significant role in building both public trust and in making sustainable business decisions.

Effective remuneration committees manage the tensions between the expectations of executives and the needs of the company and its stakeholders[2]. Regulators, employees at all levels, and the media are scrutinising ever more closely the role of the remuneration committee. Shareholders in particular are increasing their involvement in the remuneration affairs of the company now that they are expected to give their annual non-binding advisory vote on the remuneration policy and the implementation report. Furthermore, and in line with Principle 17 of King IV, institutional investors are stepping up their engagement in the remuneration affairs of the investee companies.

Remuneration committees in the USA, UK, Australia, and other countries are also dealing with changing corporate governance codes, regulations and best practice guidelines that affect remuneration. In many cases, these regulations are more stringent than the current South African regulations. Nevertheless, globally, remuneration committees need to be prepared to respond to these new governance challenges.

Purpose of this Paper

Greater demands are falling on remuneration committees to be effective. Effective remuneration committees are able to demonstrate to a wide group of stakeholders that the remuneration policy, the remuneration outcomes, and related decisions of the company are based on sound principles and robust governance processes. Effective remuneration governance leads to better pay decision-making by the remuneration committee as well as better implementation of those decisions. Remuneration committees must be able to satisfy certain requirements or prior conditions in order to be effective.

This is the first position paper of the Forum and has been developed to provide high level practical guidance to members of South African remuneration committees, and those responsible for appointing them, on the prerequisites of an effective remuneration committee.

This paper should be read together with King IV and its related Practice Notes, and other legislation, including, but not limited to, the Companies Act, No. 71 of 2008, and the JSE Limited Listings Requirements.

[1] Principle 14 of King IV
[2] See Position Paper 3: Managing Conflicts and Tensions at the Remuneration Committee

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What is the Primary Role of the Remuneration Committee?

Under its terms of reference, the remuneration committee assists the board in its responsibility for setting a remuneration policy that gives effect to the board's direction on fair, responsible and transparent remuneration. The committee considers and recommends a remuneration policy for all employee levels in the entity, but should be especially concerned with the remuneration of senior executives and prescribed officers.

The primary roles of the remuneration committee are to ensure that:

- The directors, executives and prescribed officers are remunerated fairly and responsibly in the context of overall employee remuneration and with the short, medium and long-term interests of the organisation in mind;
- An effective remuneration policy is in place, aligned with the company's strategy, and is implemented accordingly throughout the entity at all employee levels; and
- The remuneration report is transparent, straightforward, accurate and complete.

The remuneration committee proposes the remuneration policy for board approval board and for the non-binding shareholder vote at the annual general meeting. The specific aspects to be considered for inclusion in the policy and the implementation report are set out in King IV with further guidance provide in Position Paper 2: "The Remuneration Policy".

The remuneration committee must have an agenda and processes in place to support it in the execution of its role over an annual cycle. A specimen remuneration committee work plan and timetable is set out in Appendix A.

When should a Remuneration Committee be set up?

Unlike audit committees and social and ethics committees, there is no statutory framework or requirement for a remuneration committee. The remuneration committee's mandate comes from the board of directors. The remuneration committee is therefore established by the board to advise it on matters specifically delegated to the remuneration committee in terms of the remuneration committee's terms of reference.

Listed companies

Under the JSE Limited Listings Requirements, paragraphs 3.84 (d) and 7.F.6 (d), all companies listed on the Johannesburg Stock Exchange must appoint a remuneration committee. The composition of the committee, a brief description of their mandate, the number of meetings held, and other relevant information must be disclosed in their annual integrated reports.

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Private Companies and State-Owned Enterprises

King IV recommends the establishment of a remuneration committee[3]. Private companies and State-Owned Enterprises would therefore be advised to consider setting up a remuneration committee when warranted by their size and complexity.

State owned enterprises may be required to establish a remuneration committee in terms of the Pubic Finance Management Act or other relevant legislation.

Pre-Requisites for an Effective Remuneration Committee

To be effective, a remuneration committee should have at least the following:

- A board approved mandate or terms of reference;
- A minimum number of members led by an effective independent non-executive chair[4].
- Experienced and competent members who are adequately versed in remuneration matters to implement that mandate;
- All members of the committee for remuneration should be non-executive members of the governing body, with the majority being independent non-executive members of the governing body[5];
- A remuneration policy, supported by an effective remuneration system; and
- Clarity on roles and responsibilities.

Each of the above items is dealt with briefly below.

Mandate or terms of reference

As is called for under King IV, a remuneration committee would normally operate under a written mandate or terms of reference outlining its duties and responsibilities. This mandate would need to be approved by the board or group board where the group remuneration committee undertakes the functions of the remuneration committee of the subsidiaries. The terms of reference should, among others:

- Define the overall purpose and objectives of the committee;
- Provide a clear understanding of the remuneration committee's roles and responsibilities;
- Set out the requirements for its composition, meeting procedures, delegations of authority and evaluation of its effectiveness; and
- Be reviewed periodically to ensure that the remuneration committee objectives are being met and amended when necessary to adjust to the changing needs of the business.

Refer to Annexure B for a specimen remuneration committee terms of reference.

[3] Recommended Practice 65: The governing body should consider allocating oversight of remuneration to a dedicated committee or adding it to the responsibilities of another committee as is appropriate for the organisation.
[4] King IV Recommended Practice 67
[5] King IV Recommended Practice 66

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Remuneration Committee members

Composition

Audit committees are required to have no less than three members, all of whom must be independent non-executive directors. Similarly, it is recommended that the remuneration committee should comprise at least three non-executive directors, a majority of whom should be independent non-executive directors. Depending on the size and complexity of the entity, the most appropriate number of members is between three and five.

Members of the remuneration committee should also be members of the board or the group board. External parties, such as paid advisors, may be present at the meeting by invitation, but will have no vote.

In the case of a subsidiary, it may be useful to appoint a director of the holding company to the remuneration committee of the subsidiary company.

The board appoints the remuneration committee members. The chair of the remuneration committee should not be the chair of the board. The chair of the board may however be a remuneration committee member. The remuneration committee should always obtain the input from the chair of the board on the performance of the CEO regardless of whether or not the chair of the board is a remuneration committee member.

Usually, the remuneration committee would require input from the CEO, Group HR director and the executive responsible for reward and employee relations. These executives may attend by invitation for part of the meeting, but may not vote. They must also not be present when their remuneration is discussed.

Experience

The task of a remuneration committee member has become increasingly onerous and complex. This is particularly evident in the design of variable pay plans, either long- or short-term incentive schemes. The onus is on the remuneration committee, as a collective, to understand the complexities of these schemes in order to fulfill its mandate. The composition of the remuneration committee should therefore include competent members able to meet the following diverse mix of requirements:

- Understand typical remuneration practices and processes;
- Be familiar with the terminology and basics of remuneration design;
- Be able to understand expected outcomes of different pay schemes; and
- Have experience as a business leader.

Each member should have a thorough understanding of:

- The entity's business and the industry sector in which it operates;
- The entity's business strategy and key operational requirements;
- The entity's remuneration strategy and remuneration policy;
- The culture of the entity;
- The individual incentive schemes and plan documents;
- The latest regulatory and reporting requirements, including knowledge of international trends, for approval and disclosure of remuneration;

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- Relevant legislation as well as industry specific regulation, for example, the Companies Act, No. 71 of 2008, the JSE Listings Requirements, the South African Reserve Bank regulations, and the Public Finance Management Act; and
- King IV, particularly its principles and related recommended practices.

Detailed guidance on the Competency Profile of a Remco member is set out in Position Paper 8: Remuneration Committee Competency Profile.

Newly appointed remuneration committee members should receive induction training addressing the above items. Remuneration committee members should also receive regular updates on developments in the field of remuneration.

An effective remuneration committee must have a chair with strong leadership skills and good relationships with the CEO and the senior executive management team. The chair should have broad business experience, including prior remuneration committee experience in other entities, experience in conflict management and in managing investor relations.

Remuneration committee members should be willing and able to invest sufficient time to fulfill their responsibilities.

Ultimately, professional relationships between management, the remuneration committee and the board will determine the effectiveness of the remuneration committee.

Independence

A majority of members of the remuneration committee should be independent non-executive directors who are not involved in the day to day management of the business. The remuneration committee does not assume the functions of management which remains the responsibility of executive management. The remuneration committee must therefore operate as an independent body responsible for considering proposals from management and from outside advisors regarding the remuneration policy and its implementation, and making final recommendations to the board of directors.

In assessing independence, the Glossary of Terms in King IV should be considered: “Independence generally means the exercise of objective, unfettered judgement. When used as the measure by which to judge the appearance of independence, or to categorise a non-executive member of the governing body or its committees as independent, it means the absence of an interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in decision-making.” The Companies Act, as well as the JSE Listings Requirements should also be referred to for the specific requirements for independence

An Effective Remuneration System

The effectiveness of the remuneration committee depends on an effective remuneration system within the company. To this end, Appendix C lists the considerations that remuneration committee members may use as a guide to determine whether basic remuneration programmes, policies, processes and practices are in place.

From time to time the remuneration committee should undertake reviews to ensure the effectiveness of the remuneration policy and system. For example, the remuneration committee should undertake a review of:

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- The Employment Equity reports, including Form EEA4 and pay differentials and staff turnover;
- Relevant tax legislation, and any changes thereto, ensuring that the company's pay arrangements are tax efficient;
- For listed companies, compliance with the JSE Limited Listings Requirements;
- Compliance with the Companies Act, No. 71 of 2008, concerning remuneration matters;
- Whether the remuneration policy and the incentive plans operate as intended across all regions and locations;
- Financial modelling of variable pay plans including the forecast financial reporting impact to understand the likely range of pay outcomes; and
- Realised cash remuneration, i.e. the actual amount received in the year, compared to expected or face values at award date.

In the management of stakeholder relations on remuneration matters, the remuneration committee should take care not to reveal 'price sensitive' information.

The roles and responsibilities of all functions within the organisation that influence remuneration matters must be clear and documented. Appendix D sets out a specimen matrix allocating the typical responsibilities on remuneration matters.

Evaluation

The performance and effectiveness of the remuneration committee should be subject to regular evaluation. Such evaluations typically occur on three levels:

- A formal evaluation process. King IV recommends this process is conducted every two years to provide for sufficient time to appropriately respond to the results of such an evaluation;
- An informal evaluation process, every alternate year, as recommended by King IV that provides an opportunity for consideration, reflection and discussion of its performance; and
- Annually, albeit indirectly, by the shareholders at the annual general meeting, in the exercise of their annual non-binding vote on the remuneration policy and implementation report.

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Appendix A: Specimen Annual Work Plan

The following 'steady state' framework is a specimen that may be used to plan the activities of the remuneration committee by quarter where FY0 represents the most recent financial year to be reported on and FY1 represents the new financial year. The framework would need to be amended to reflect additional activities and timing where, for instance, new incentive schemes are being introduced, or there are leadership changes.

QUARTER 1

- Formulate decisions on FY0 performance and incentives
- Formulate targets and performance conditions for FY1 incentive plan
- Prepare and finalise the remuneration report for FY0
- Finalise decisions on FY1 salary increases
- Finalise approach to stakeholder communication
- Formulate recommendations on non-executive director fees for FY1

QUARTER 2

- Update on achievement of targets and performance conditions for FY1 incentive plan
- Briefing on remuneration trends from external advisors or HR
- Stakeholder communications - AGM

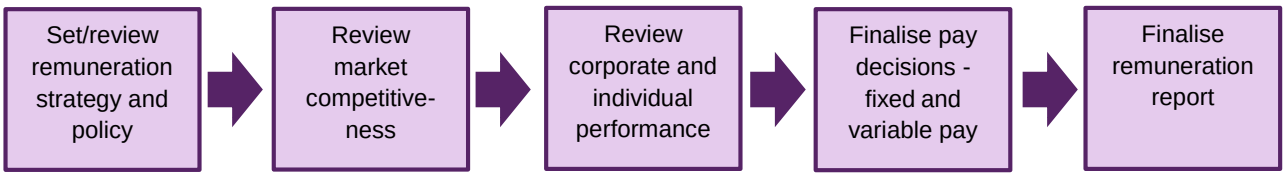
QUARTER 3

- Review of incentive plans (e.g. tax optimisation)
- Update on achievement of targets and performance conditions for FY1 incentive plan
- Review of remuneration committee's effectiveness
- Review effectiveness of external and internal advice
- Review effectiveness of remuneration policy, implementation and system (see Appendix C)
- Review succession plan including review of senior new appointments and resignations
- Review of retirement plans and employee benefits
- Review of major terms and conditions of employment to ensure they are fair and competitive

QUARTER 4

- Benchmarking: review external market competitiveness of pay
- Preliminary discussion on FY1 company performance and salary increases
- Agree mandate for wage negotiations
- Discussion on FY1 performance of executive directors

A typical work flow of activities applicable to a single financial year is summarised as follows:



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Appendix B: Specimen Terms of Reference

This template has been drafted from the terms of reference of a number of major organisations and is in line with King IV. This template should be adapted for the size and complexity of the entity and the duties as delegated to the remuneration committee by the board.

1. Introduction

The Remuneration Committee (the Committee) is constituted as a committee of the board of directors of [insert the name of the company] (the Company). The duties and responsibilities of the members of the Committee are in addition to those as members of the board.

The deliberations of the Committee do not reduce or replace the individual and collective responsibilities of board members in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgement in accordance with their statutory obligations.

These terms of reference are subject to the provisions of the Companies Act, No. 71 of 2008, the Company's Memorandum of Incorporation and any other applicable law or regulatory provision.

2. Purpose of the terms of reference

The purpose of these terms of reference is to set out the Committee's role and responsibilities as well as the requirements for its composition and meeting procedures.

2.1 Composition

(i) The Committee shall comprise at least three non--executive directors, a majority of whom are independent.

(ii) Members of the Committee and its chair are appointed by the board.

(iii) The members of the Committee as a whole must have sufficient qualifications, experience and competence to fulfil their duties. In particular this includes commensurate financial, human resources and remuneration knowledge and experience.

2.2 Role

The Committee has an independent role, operating as an overseer and a maker of recommendations to the board for its consideration and final approval. The Committee does not assume the functions of management.

The role of the Committee is to assist the board to ensure that:

- The directors, executives and prescribed officers are remunerated fairly, responsibly and transparently in the context of overall employee remuneration and with the short, medium and long-term interests of the company in mind;
- The remuneration report and disclosure of director and other executive remuneration is transparent, straightforward, accurate and complete; and
- An effective remuneration policy is in place, aligned with the company's strategy, and is applied consistently throughout the entity at all employee levels.

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2.3 Responsibilities

The Committee must perform all the functions necessary to fulfil its role as stated above, and shall include, without limitation, the following:

(i) Oversee the establishment and maintenance of a remuneration philosophy and policy that will promote the achievement of the strategic objectives;

(ii) Oversee the preparation and recommendation to the board of the Remuneration Report, to be included in the integrated report;

(iii) Manage the stakeholder relations with investors and other stakeholders deemed appropriate on remuneration matters at the annual general meeting and throughout the year;

(iv) Ensure that the remuneration policy and implementation report are put to a non-binding advisory vote at the annual general meeting of shareholders;

(v) Ensure that the company remunerates in a manner that:
- is fair, responsible and transparent in the context of the group's overall remuneration; and
- promotes the achievement of strategic objectives and positive outcomes;

(vi) Review the effectiveness of the implementation of the remuneration policy so as to establish whether the board's set objectives are being met;

(vii) Ensure that the structure and mix of fixed and variable pay, in cash, shares and other elements, meets the board's objectives;

(viii) Oversee the setting of remuneration quanta and terms and conditions for fixed and variable pay at all levels in the company, but especially at senior executive, prescribed officer and board level. This includes recommending the mandate to the board for union negotiations;

(ix) Satisfy itself as to the accuracy of recorded performance measures that govern the vesting of incentives;

(x) Ensure that all benefits, including retirement benefits and other financial arrangements, are justified and appropriately valued;

(xi) Liaise with the nominations committee and board chair on the succession plans of senior management;

(xii) Liaise with other board committees, including the risk committee, the audit committee and the social and ethics committee, on remuneration affairs in the broader context of risk, disclosure and social responsibility matters;

(xiii) Ensure an appropriate comparator group is selected when comparing remuneration levels;

(xiv) Ensure that fixed and variable pay are compared against relevant market comparators on a regular basis;

(xv) Formulate and recommend to the board the remuneration of non-executive directors, for final approval by the shareholders;

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(xvi) Ensure that the chair of the Committee attends the annual general meeting or similar forums to answer questions about remuneration;

(xvii) Ensure that the minutes of subsidiary company remuneration committees are reviewed; and

(xviii) Ensure that the chair of the Committee reports to the board after each meeting of the remuneration committee on its critical issues, including compliance with the terms of reference.

2.4 Authority

The Committee acts in terms of the delegated authority of the board as recorded in these terms of reference. It has the power to investigate any activity within the scope of its terms of reference. The Committee, in the fulfilment of its duties, may call upon the chair of the other board committees, any of the executive directors, officers or company secretary to provide it with information relating to the company.

The Committee has full access to the company's records, facilities and any other resources necessary to discharge its duties and responsibilities.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated member/s of the Committee.

The Committee has the right to obtain independent external professional advice to assist with the execution of its duties subject to following a board approved process.

The Committee makes recommendations to the board that it deems appropriate in any area within the ambit of its terms of reference where action or improvement is required.

3. Meeting procedures

3.1 Frequency

The Committee must hold sufficient scheduled meetings to discharge all its duties as set out in these terms of reference but subject to a minimum of two meetings per year.

Meetings in addition to those scheduled may be held at the request of the chief executive officer, head of human resources or other members of senior management or at the instance of the board or a member of the Committee.

The chair of the Committee will also usually meet separately from the remuneration committee meeting with the chief executive officer, head of human resources and/ or the company secretary prior to a Committee meeting to discuss important issues and agree on the agenda.

3.2 Attendance

The chief executive officer, head of human resources or other members of senior management, assurance providers, professional advisors and board members may attend Committee meetings by invitation and may not vote. These executives are required to leave the meeting when their remuneration is discussed.

The company secretary is the secretary to the Committee.

If the nominated chair of the Committee is absent from a meeting, the members present must elect one of the members present to act as chair.

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3.3 Agenda and minutes

The Committee must establish an annual work plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The annual plan must ensure proper coverage of the matters laid out in these terms of reference. The number, timing and length of meetings, and the agendas are to be determined in accordance with the annual plan.

A detailed agenda, together with supporting documentation, must be circulated, with adequate notice prior to each meeting to the members of the Committee and other invitees.

The minutes must be recorded, circulated to the members of the Committee, and approved at the next Committee meeting.

3.4 Quorum

A representative quorum for meetings is a majority of members present.

4. Evaluation

In addition to an annual self-evaluation by the remuneration committee, the board must formally review the effectiveness of the Committee every second year.

5. Any amendments to the terms of reference require approval by the main board.

These terms of reference were approved by the chair of the board and chair of the Committee on [insert date] and will be due for review on [insert date].

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Appendix C: An effective Remuneration System

An effective remuneration committee needs strong support from the internal functions of the entity and quality information for their decision making. To this end, a remuneration system should have all or most of the following policies, processes and practices in place:

- Remuneration policy and strategy
- Payroll administration and HR information
- Job grading
- Pay scales
- Short term incentive and bonus schemes
- Long term incentive schemes
- Performance management
- Succession planning
- Retirement and other benefits
- Reward oversight or governance function
- Delegation of authority framework

A specimen list of questions for each of the above is set out below as further guidance:

1. **Remuneration policy and strategy**
    a) Is there a documented remuneration policy and strategy?
    b) Is it aligned with the company's overall strategy?
    c) How have the shareholder's (if a listed company) voted on the remuneration policy?
    d) Is it in line with King IV and related Practice Notes and have any deviations been documented?
    e) Does the entity apply it?
    f) Is there congruence between employee and shareholder needs?
    g) Is pay fair and equitable, both across and vertically, in the company?
    h) Are all required remuneration and benefit related policies in place and up to date?

2. **Payroll administration and HR information**
    a) Is there a sound HR payroll and HR information reporting system in place?
    b) Is there a single payroll or is it dispersed?
    c) Does the entity comply with tax and other related legislation, including employment equity?
    d) Is there adequate data about each employee, and is this data aggregated and current?
    e) Is the payroll system subject to audit, either as part of the internal audit program, or by external auditors?
    f) Is the audit report of the payroll system available to the remuneration committee?
    g) Is the payroll information consistent and easily accessible?

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3. Grading

a) Is there a universal job grading system in place?
b) Is it regularly maintained?
c) Do appropriate governance rules exist for new job grading, or re-grading. Is there a grading committee?
d) Is equal pay for equal work considered a key outcome of the grading exercise?
e) Is there a high-level review and approval of all grade changes?
f) Is the grading system transparent and understood by employees?

4. Pay scales

a) Are pay scales per grade in place, and is individual pay measured against these scales?
b) Is there a defined comparator group? Is the comparator group relevant to the entity, and are pay scales regularly reviewed against the market?
c) Are individuals reviewed against pay scales and are compa-ratios reviewed?

5. Incentive schemes

a) Is the incentive scheme clear, transparent and understood by participants?
b) Is there an alignment between management and shareholder objectives, and is there a reward balance between shareholder gains and management incentives?
c) Historically, how does executive pay correlate with corporate performance? Performance data would include operating income, net income, margin, and total shareholder return;
d) Is there integration of performance assessments with incentive rewards?
e) Are the incentive schemes in line with principles in King IV and related practice note?
f) Are the schemes equitable, both across and vertically, in the company?
g) Does the company obtain assurance (internally or externally) that the incentive plans operate as intended across all regions and locations?

6. Performance management

a) Is there a performance management system in place?
b) How rigorous is performance management in the organisation?
c) Historically, how does actual corporate performance compare against the plan or budget, and against that of peers.
d) Are performance contracts in place and reviewed at least annually?
e) Do they correlate with the overall strategic and operational goals of the business?
f) Are assessments done regularly (at least twice per annum for individuals)?
g) Are individual performance assessments and ratings made annually?
h) Is there an appropriate spread of performance ratings?
i) Do we include non-financial metrics?

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7. Succession planning

a) Is there an annual succession plan review?

b) Is a management action plan prepared as a result, and is performance against that plan managed? Does this plan highlight risk areas?

c) Is an Individual Development Plan in place for every potential successor identified?

d) Is the process of identifying high potentials transparent and without prejudice?

8. Retirement and other benefits

a) Is there provision for retirement, medical and disability cover?

b) Are all these plans properly governed?

c) Are they applied equitably?

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Appendix D: Suggested Responsibility Matrix

An effective remuneration committee will actively engage with the internal functions of the entity. There must be clarity on the roles of these functions ensuring co-operation and accountability for remuneration decision making. The following matrix serves as an example and does not include all elements of responsibilities for remuneration within an entity. Some of these functions may be performed by other committees, such as the nominations committee.

	HR	Finance	Legal/ CoSec	Senior Management	RemCo	Board of Directors	Share-holders	Risk Com	Audit Com	S&E Com
Remuneration policy and strategy	**Recommend**			**Recommend** • Administer and implement policy • Recommend improvements to enhance alignment with strategy	**Approval** • Oversee and review effectiveness of policy and strategy • Report to board	**Final approval**	**Non-binding vote**	**Consult**		**Consult**
Remuneration quanta and employment terms and conditions	**Recommend**	**Consult**	**Consult**	**Recommend** • Provide analysis and research to Remco	**Approval** • Set executive pay quanta and pay structures • Approve all equity grants	**Final approval**				**Consult**
Structure and pay mix	**Recommend**	**Consult**	**Consult**	**Recommend** • Recommend equity-based remuneration structures • Recommend employees eligible to participate in equity plans	**Approval** • Approve equity-based remuneration programmes • Determine employees eligible to participate in plans	**Final approval**	**Approve** new share based LTI structure			

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	HR	Finance	Legal/ CoSec	Senior Management	RemCo	Board of Directors	Share-holders	Risk Com	Audit Com	S&E Com
Performance metrics for variable pay	**Provide guidance**	**Consult**		**Recommend** • Recommend variable remuneration performance conditions to align with company strategy and support business objectives and plans • Undertake analysis and modelling to test implications • Provide actual performance data for the performance period	**Approval** • Approve performance measures • Set performance targets • Approve extent to which targets have been achieved (with external audit where applicable) • Review performance data for the performance period • Acts as a safeguard against unintended consequences and windfall gains.	**Final approval** of all incentive awards for Executive Directors and Prescribed Officers.		**Consult**		
Governance, including assessment of riskelements in remuneration	**Recommend**	**Consult**	**Consult**	**Final approval**	**Approval**	**Final approval**		**Approval**	**Approval**	
Stakeholder dialogue	**Consult**	**Consult**	**Consult**	**Consult**	**Execute**					
Non-executive director fees				**Formulate and recommend (using external advisors if required)**	**Review the proposal and recommend to the Board**	**Confirm the proposal and recommend to the shareholders**	**Vote at the AGM**			

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Notes

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HOW CAN WE HELP YOU?

Individual Services	Corporate Services	Thought Leadership
- IoDSA Membership - NED Vacancies - Director Certifications - Individual Director Development Programmes	- Customised Board Development Programmes - Board Performance Evaluations - Governance Advisory Services	- King Reports and Practice Notes - General Board Guidance - Board Committee Guidance - Research Projects

www.iodsa.co.za **info@iodsa.co.za** **+27 11 035 3000**

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