



euro-IX

Board Subcommittees

May 2024



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Introduction

The Euro-IX articles and further official documents outline that the Board must have four named officers, the Chair, Vice Chair, Secretary and Treasurer. The roles of each of these are described in the “Euro-IX Governance” Document as approved by the Board on May 7th 2024.

To achieve its overall responsibilities the Board will operate through a number of further roles than expressed in the articles of association and through sub-committees. While the articles and governance document does not outline any specific sub committees, the Board may choose to organize itself through the use of these to share the workload. For each of these the Board should also set terms of reference so that the mandate and expectations of the sub-committees are clear. This document is to be a collection of terms of references for subcommittees currently existing and will therefore be a living document.

The Board reserves the right to invite a non-director to join a sub-committee to increase its potential effectiveness by adding specific skills or expertise that may be needed. This decision requires unanimous consent from all current directors.



Document version history

Document version	Date Created - Proposer	Date Approved	Changes
0.1			Initial draft of document with the remuneration subcommittee
1.0	January 2019 - KL	19 January 2019	
1.1	December 2020 – BS		Capitalising Board, changing Secretary General to Managing Director, addition of amendments to the document and Date created – proposer to this table.
2.0	May 2024 - LC		Simplified the chapter about the Subsidiaries.



Amendments to the document

This document may be amended by the Euro-IX Board at any of its meetings by consensus approval by the Board. Proposed amendments must be submitted with a minimum of two weeks prior to the meeting, so as to allow all Board members enough time to consider the proposed amendments.



Remuneration and Performance Subcommittee

Role and mandate

The remuneration subcommittee will oversee the overall secretariat remuneration policy, the salary and the benefits package for the Managing Director. The remuneration subcommittee should ensure that remuneration structures and policies enable Euro-IX to meet its strategic and operational targets. It will:

1. Review and propose remuneration policies (such as but not limited to performance measurement mechanism, pension contributions, pay policy, bonus opportunity, employment terms, etc.), including the tax impacts of these;
2. Review and approve the remuneration policies for staff;
3. Review and approve the objective settings, remuneration, terms and performance measurement of the Managing Director, while keeping the full Board informed;

For clarity, remuneration includes base salary, performance-related incentives, benefits (pensions, healthcare, etc.), severance packages and any other substantial benefit reasonably considered to be part of remuneration.

When determining organization and the Managing Director's remuneration policy and practices, the remuneration committee should address the following:

- **Clarity:** Remuneration arrangements should be transparent and promote effective engagement with the membership and the secretariat staff.
- **Simplicity:** Remuneration structures should avoid complexity and their rationale and operation should be easy to understand.
- **Risk:** Reputational and other risks from excessive rewards, and behavioural risks that can arise from incentives are identified and mitigated
- **Predictability:** The range of possible values of rewards to individual directors and any other limits or discretions should be identified and explained at the time of approving the policy.
- **Proportionality:** The link between individual awards, the delivery of strategy and the long-term performance of the company should be clear. Outcomes should not reward poor performance.
- **Alignment to culture:** Incentive schemes should drive behaviours consistent with company purpose, values and strategy.

Within the mandate and responsibilities of the remuneration committee might also be the following

- To consider other topics as directed by the Board.
- To oversee any investigations of activities within the Remuneration Committee's terms of reference.



- Where the monitoring and review activities of the Remuneration Committee reveal cause for concern, or scope for improvement, to make recommendations to the Board on action needed to address the issue or to make improvements.
- To ensure that all new members of the Remuneration Committee receive induction and all members of the Remuneration Committee, including the Chair of the Remuneration Committee, receive continuing training.
- The remuneration of the Elected Non-Executive Directors of the Board will be the responsibility of the Chair of the Board.

The remuneration committee might delegate to one of its members to manage the performance review and salary negotiations with staff.

The remuneration committee should keep minutes of its meetings that are private to the subcommittee members but that outlines the deliberations.

The remuneration committee must seek the feedback on secretariat performance and annual objectives of the full Board as well as a representative sample of members consisting of at least five members and patrons, randomly selected. The remuneration committee is responsible for setting the goals for the Managing Director before the start of the next calendar year.

Composition

The remuneration subcommittee must consist of three Board members. These will be named at the first Board meeting after a Board election and will normally consist of the Board Chair, the Secretary and the Treasurer. The subcommittee will select a Chair among the three members, who is not the board Chair. The subcommittee Chair must have served 12 months on the board.



Euro-IX Subsidiaries

The Board must appoint all the directors for any subsidiaries that are owned by Euro-IX. These directors must be from among the current Euro-IX Board members as elected by the membership.

