

OUTLIERS BOARD EXCELLENCE CENTRE™

# Remuneration Committee Charter

Terms of reference

Board / Committee Chair / Members · Flagship Edition 2026

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## 1. Purpose

The Remuneration Committee oversees remuneration policy and executive pay on behalf of the board. This charter is a template; confirm provisions against NCCG 2018, FRCN and the relevant sector guidelines (by name).

## 2. Authority

The committee operates under delegation from the board and may obtain information and external advice as needed within its mandate.

## 3. Composition

Item	Provision
Members	[number] non-executive directors
Chair	Independent non-executive director
Quorum	[number] members
Attendees	Management and assurance providers by invitation
Secretary	Company Secretary

## 4. Responsibilities

Area	Responsibility
Policy	Oversee remuneration policy
Executive pay	Oversee executive remuneration
Pay-for-performance	Link reward to performance
Disclosure	Oversee remuneration disclosure
Alignment	Align reward with strategy and stakeholders

## 5. Meetings & Reporting

The committee meets at least [quarterly] and reports to the board after each meeting. It reviews its terms of reference annually.

## 6. Effectiveness

The committee assesses its effectiveness at least annually and acts on the results.

### Notes & Disclaimer

*This resource is a professional board-effectiveness template, not legal, governance or investment advice. It is anchored to the Nigerian Code of Corporate Governance (NCCG 2018), FRCN, SEC Nigeria, CBN, NAICOM, CAMA, the OECD Principles of Corporate Governance, the IFC Corporate Governance Methodology, King IV, ISO 37000, the IoD Global Governance Principles and WEF board-governance publications — referenced by name only, with no copyrighted content reproduced and no legal provisions, regulatory requirements, statistics or case studies fabricated. Calibrate roles, criteria, thresholds and practices to your board and confirm requirements against the current instruments. Bracketed fields [like this] and sample entries are editable, illustrative placeholders.*