

YORKSHIRE WATER SERVICES LIMITED

TERMS OF REFERENCE FOR THE

PEOPLE AND REMUNERATION COMMITTEE

Committee Purpose: To meet the statutory requirements of a Remuneration Committee and to give consideration to human capital and intellectual capital people matters on behalf of the Board.

1. Membership	
1.1	The Committee membership shall include at least three independent non-executive directors. Independent non-executive directors shall make up the majority of Committee members. The Chair of the Board may also serve on the Committee as an additional member if he or she was considered independent on appointment as Chair.
1.2	Only members of the Committee have the right to attend Committee meetings. Others may attend the meetings by invitation.
1.3	The Chair of the Committee shall be an independent non-executive director appointed by the Board. The Committee Chair should have served on a remuneration committee for at least 12 months prior to appointment. In the absence of the Committee Chair at a Committee meeting, the remaining members shall elect one of themselves to chair the meeting. The Chair of the Board may not be Chair of the Committee.
2. Secretary	
2.1	The Company Secretary or his or her nominee shall act as the secretary of the Committee.

3. Quorum

- | | |
|-----|--|
| 3.1 | The quorum necessary for the transaction of business shall be two members. |
|-----|--|

4. Meetings

- | | |
|-----|---|
| 4.1 | Meetings shall be held not less than three times a year and at such other times as the Chair of the Committee shall require. |
| 4.2 | Meetings shall be called by the secretary of the Committee at the request of the Committee Chair. |
| 4.3 | Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time. |

5. Reporting Responsibilities

- | | |
|-----|---|
| 5.1 | The Committee Chair shall report formally to the Board on its proceedings after each meeting. |
| 5.2 | The minutes of meetings shall be circulated to all members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so. |

6. Duties

Remuneration Policy

- | | |
|-----|---|
| 6.1 | To determine the policy for directors' remuneration and the remuneration of Band 0 and Band 1 colleagues, in accordance with the Ofwat Board Leadership, Transparency and Governance Principles, the UK Corporate |
|-----|---|

	<p>Governance Code and the Wates Corporate Governance Principles for Large Private Companies.</p> <p>The objective of such policy shall be to attract, retain and motivate executive management of the quality required to run the company successfully without paying more than is necessary, having regard to views of shareholders and other stakeholders.</p> <p>The Committee will consider clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture when setting remuneration policies and practices.</p>
6.2	<p>To establish remuneration schemes that support alignment with long-term shareholder interests, with long-terms schemes subject to a total vesting and holding period of at least five years.</p>
6.3	<p>To design remuneration policies and practices to support strategy and promote long-term sustainable success, with executive remuneration aligned to performance, behaviours and the achievement of company purpose, values and strategy, and that enable the use of discretion to over-ride formulaic outcomes and to recover and / or withhold sums under appropriate specified circumstances.</p> <p>In setting director and senior manager remuneration, consideration should be given to remuneration throughout the organisation to reinforce a sense of shared purpose and to the reputational and behavioural risks to the company that can result from inappropriate incentives and excessive rewards.</p> <p>The Committee shall seek the views of the Colleague Engagement Forum on remuneration as part of its consideration of pay conditions across the organisation, as well as considering the company response to matters such as any gender pay gap.</p>
6.4	<p>To ensure no director or senior manager is involved in any decisions as to their own remuneration outcome. The Board itself should determine the remuneration of the independent non-executive directors and the Chair.</p>

6.5	To review the ongoing appropriateness and relevance of the remuneration policy.
6.6	To determine the total individual remuneration package of each executive director and Band 0 and Band 1 colleagues, including bonuses and incentive payments. The choice of financial, non-financial and strategic measures is important, as is the exercise of independent judgement and discretion when determining remuneration awards.
6.7	To have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information deemed necessary, at the expense of the company. However the Committee shall avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants.
6.8	To review and approve the design of all long-term incentive plans. For any such plans, to determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards for executive directors and senior managers, and the performance targets to be used.
6.9	To review and note workforce remuneration and related policies for information.
Human and Intellectual Capital	
6.10	To receive reports on diversity and inclusion across the business and oversee any actions required in these areas. To approve externally published reports in relation to gender and ethnicity pay gaps and to review the assurance in relation to these.
6.11	To receive reports on the culture of the organisation and to consider whether this aligns to the desired culture set by the Board, including how remuneration policies may impact upon the culture.

6.12	<p>To monitor human capital and intellectual capital measures in relation to culture, diversity, inclusion, absence, knowledge decay and current and potential future workforce skills gaps.</p> <p>To oversee the proposed actions in these areas and alert the Board and other Committees to required actions as appropriate.</p>
6.13	<p>To receive an annual update on the apprenticeships in place across the business and the graduate programme.</p>
<p>7. Authority</p>	
7.1	<p>The Committee is authorised by the Board to investigate any activity within these Terms of Reference and to seek any information it requires.</p> <p>The Committee is also authorised to obtain, at the expense of the Company, independent legal, accounting or other professional advice on any matter it believes necessary.</p>