



MCC REMUNERATION COMMITTEE **TERMS OF REFERENCE**

1. Purpose

The Remuneration committee (RemCo) is responsible for overseeing all aspects of executive remuneration at MCC, ensuring that remuneration policies and practices support the Club's strategy, promote long-term sustainable success, and align with the Club's values and culture. The RemCo ensures that remuneration arrangements are fair, responsible, and transparent, and that they facilitate the recruitment, retention, and motivation of high-calibre executives and staff. The RemCo also oversees the approval of the staff bonus scheme and ensures appropriate disclosures in the Annual Report.

2. Membership of the committee

- (i) The RemCo shall comprise:
- The Treasurer
 - The Club Chair
 - Two members of the MCC Committee
- (ii) The Chair of the RemCo shall be the Treasurer, unless otherwise decided by the MCC Committee.
- (iii) The process for appointment to and retirement from the RemCo, will be consistent with the Rules of the Club and the arrangements for appointments to Principal committees as determined by the MCC Committee.
- (iv) A minimum of three members will be required to constitute a quorum.
- (v) No individual shall be involved in decisions relating to their own remuneration.

3. Remit of the Committee

The RemCo shall:

(a) Remuneration Policy

- (i) Develop, review, and recommend to the MCC Committee the Club's executive remuneration policy, ensuring alignment with the Club's strategy, values, and financial framework.
- (ii) Review the ongoing appropriateness and relevance of the remuneration policy, taking into account pay and employment conditions across the Club.

(b) Executive Remuneration

- (i) Determine and approve the remuneration packages (including salary, benefits, pension, and any other forms of compensation) for the Chief Executive & Secretary and other designated senior executives.
- (ii) Approve the terms of any performance-related pay, bonus, or incentive schemes for executives.
- (iii) Approve any compensation arrangements relating to the appointment or termination of executives, ensuring that such arrangements are consistent with the Club's remuneration policy and are not excessive.

(c) Staff Bonus Scheme

- (i) Approve the design, targets, and operation of the staff bonus scheme, ensuring alignment with Club objectives and fair reward for performance.
- (ii) Monitor the effectiveness and fairness of the bonus scheme and recommend changes as appropriate.



(d) Remuneration Disclosures

- (i) Oversee the preparation of the remuneration section of the Annual Report, ensuring that any statutory and regulatory disclosure requirements are met and that (where required) disclosures are clear, transparent, and provide meaningful information to Members and stakeholders.

(e) Other Responsibilities

- (i) Ensure that remuneration policies and practices are consistent with the Club's risk appetite and promote sound risk management.
- (ii) Obtain reliable, up-to-date information about remuneration in other comparable organisations as appropriate.
- (iii) Review the gender pay gap within the Club and consider measures in place to support closing any gap.
- (iv) Appoint and oversee any external advisers to the committee, ensuring their independence and objectivity.

4. Guiding Principles

The RemCo will:

- (i) Ensure a formal and transparent procedure for developing policy on executive remuneration and for determining individual remuneration packages.
- (ii) Take into account all relevant factors, including the Club's strategy, performance, risk appetite, and the interests of members and other stakeholders.
- (iii) Ensure that remuneration is sufficient to attract, retain, and motivate high-calibre staff, but not more than is necessary for this purpose.
- (iv) Ensure that no individual is involved in decisions relating to their own remuneration.

5. Administration of the RemCo

- (i) The RemCo will meet at least twice per year, and at such other times as required.
- (ii) The agenda and papers for all meetings will usually be sent by email seven days before the date of each meeting.
- (iii) At each meeting, the committee will consider and, if thought fit, approve the minutes of its previous meeting.
- (iv) These Terms of Reference will be reviewed by the committee on a biennial basis and, where necessary, changes will be recommended to the MCC Committee.
- (v) The Chief Executive & Secretary and/or the Chief People Officer will attend RemCo meetings (unless conflicted) and will act as secretary to the committee depending on the sensitivity and confidentiality of the agenda item.

*Approved by the MCC Committee
10 December 2025*