



Remuneration Consultants Group (“RCG”) Chair profile

Background – the Remuneration Consultants Group

The aim of the RCG is the stewardship of a voluntary Code of Conduct ('the Code') that clearly sets out the role of executive remuneration consultants and the professional standards by which they advise their clients, whether their clients are Remuneration Committees or the executive management of the company. The RCG is not a trade body and operates on a not-for-profit basis. The establishment and role of the RCG was recognised and welcomed in the Walker Report which was published in November 2009. The Group is responsible for the maintenance of and future revisions to the Code.

Every three years a review of the Code is conducted by the Board. As part of the review process the Board will ensure that input is sought from all relevant stakeholders. In addition, a review of The Code's effectiveness is carried out every year.

The exclusive role of the RCG is to review the Code on a regular basis and it is not part of its role to comment on substantive developments in executive remuneration practices or arrangements at individual companies. Remuneration consultants and their clients are encouraged to use the Code as the basis for agreeing terms of reference. Members of the RCG commit to discuss these issues with clients.

The RCG is the custodian of the Code and the work of the RCG is focused on ensuring that there is a high degree of engagement with the Code by remuneration consultants and ensuring that there is regular interaction with other stakeholders including Remuneration Committee Chairs, investors and other interested parties.

Currently, the Board comprises an Independent Chair and two independent Non-Executive Directors together with four elected Board members from the RCG membership. The RCG members comprise 12 remuneration consultant organisations, who comprise the vast majority of firms advising London Stock Exchange listed companies, and their membership fees pay the ongoing costs of the RCG.

Description of the role

The Board is looking to appoint an independent Chair to replace the current chair who is retiring after 6 years in the role. The time commitment is expected to be 12-15 days in a normal year and 15-20 days in a policy review (every third) year. These estimates may vary depending upon circumstances but should normally include attending meetings, reading the relevant papers and time spent with relevant stakeholders (board members, RCG member firms, investor stakeholders, and attendance at relevant governance events or liaising with governance bodies). The Chair is supported by a paid part-time Secretary (the current incumbent being a former executive remuneration consultant) but there is little other office support.

This is the key role for the RCG in providing strategic direction and being seen externally as a credible and experienced NED able to demonstrate a clear understanding of the operation of remuneration committees gained through experience of serving on such committees over a number of years, ideally as Chair of such a committee at a FTSE350 company.

The Board generally meets four times a year and the Board also attends the AGM. Meetings take place at the offices of member directors on a rotational basis.

While not exhaustive, activities undertaken by the Chair, in addition to chairing Board meetings, include assisting with the review of the Code and of its effectiveness, including interviewing representatives of institutional shareholders and other key stakeholders, and Chairs of remuneration committees. The Chair will also engage with Practice Heads of remuneration consultants and undertake such other activities as may help promote the Code. We have not proactively sought press interviews but have very occasionally agreed to reactive ones. The Chair is also a champion promoting the Code before the wider NED and other communities.

Although not required to date, it is possible that the Chair could be required to give evidence to a Parliamentary Select Committee or equivalent body, and the candidate should therefore be comfortable that this is a possibility as part of the role.

Another key element of the role is to liaise with member firms to ensure that they remain suitably engaged in the RCG and, particularly, its Code. This is particularly important with firms which are not represented on the Board.

Experience and qualification criteria

The ideal candidate will:

- Be conversant with the issues arising in relation to executive pay, have experience of and understand the regulatory context in which a remuneration committee operates, ideally obtained through multi-year experience of serving as a PLC director as a NED and through chairing a remuneration committee(s) at a FTSE350 company;
- Be independent from the RCG member firms. The Chair is expected to be independent on appointment, and in this context should not have been a former executive remuneration consultant to ensure that the role is seen to be objective.
- Have experience in governance issues and a good understanding of how to balance the issues of various stakeholders (including the investor community) – a particular challenge in a membership organisation where only a sub-set of member firms are represented on the Board
- Have good inter-personal skills to work constructively and collaboratively with fellow Board members recognising that the member directors commit their time for no remuneration and have extensive operational responsibilities. These skills should also ensure that other member firms are suitably engaged and the Chair has an important role to play in encouraging this;
- Have gravitas to stand their ground before industry leading consultants in the politically sensitive area of remuneration, and, should the need arise, to appear before a Parliamentary Select Committee or equivalent body;
- Be willing to chair and work as a team in a not-for-profit environment;
- Be comfortable with an active listening style and able to develop good working relationships with a wide range of people;
- Be commercially and financially astute;
- Be able to safeguard the objectives of the RCG but at the same time understanding that companies and advisers would normally prefer a low profile for executive remuneration issues;
- Be willing to engage with RCG members and participate in the review of the Code and the review of the effectiveness of the Code;

- Be willing to commit the time necessary to gain a good understanding of the Code and its operation to date;
- Given that the RCG is subject to a 3-year review cycle (with a review of the code itself next due in 2026), a commitment to serve through to the end of 2027 at least.

Appointment terms

The appointment will normally be for an initial term of three years commencing on or shortly following 1 January 2025.

The RCG is a governance-based organisation and therefore, as well as the commitment to promote the success of the RCG it is anticipated that a successful candidate will be prepared to maintain the high standards of the RCG and to act fairly between the member firms.

Fees are currently £49,300 for this role and are normally reviewed annually with effect from 1 January 2025.

How do I apply for this role?

While the role commences on 1 January 2025, we would ideally like to allow time for onboarding the successful candidate.

The deadline for applications is 17 May by way of a covering email with an accompanying CV to our Secretary at david.tankel@remunerationconsultantsgroup.com.

We expect interviews of short-listed candidates in the Summer.

