

ITA REMUNERATION COMMITTEE

Terms of Reference and Rules

In accordance with Article 13 of the International Testing Agency ("ITA") Statutes, the ITA Remuneration Committee ("**Committee**") is tasked by the ITA Foundation Board with reviewing and advising on matters relating to the remuneration of the Director General and more generally of the ITA management and staff. The Committee accomplishes its task with the objective of ensuring that ITA management and staff are retained, and that the ITA attracts qualified and dedicated talent, whilst ensuring consistency and equality amongst the ITA's workforce.

I. Tasks

1. The Committee shall review, advise on and approve the annual:
 - a) Strategy regarding the general management and staff salary increase, as recommended by the Director General;
 - b) Strategy regarding the amount of general staff bonus, as recommended by the Director General;
 - c) Percentage of salary increase for the Director General, as recommended by the Chair of the Foundation Board;
 - d) Salary bonus for the Director General, as recommended by the Chair of the Foundation Board.
2. The Director General will recuse himself from the review, deliberation, recommendation and approval of items c) and d) above.
3. The Committee shall also review and advise the ITA Foundation Board on the Compensation Policy for the ITA Foundation Board and Consultative Committees as adopted by the ITA Foundation Board in accordance with Article 11(c) of the ITA Statutes.
4. In its review and recommendations, the Committee shall notably take into account and consider the consistency of the modifications of the remunerations with external parameters such as market rates, local conditions, business objectives and equality amongst the ITA's workforce.

II. Composition and Chair

5. The Committee shall be composed of at least five members including:
 - a) One of the three independent members of the ITA Foundation Board who shall act as Chair of the Committee;
 - b) The independent Chair of the ITA Foundation Board;
 - c) Up to one additional member of the ITA Foundation Board;

- d) The ITA Director General;
 - e) The ITA Finance Manager, who shall be ex officio member without voting rights;
 - f) The ITA Human Resources Manager, who shall be ex officio member without voting rights;
- 6. Members b), d), e) and f) are appointed by virtue of their mandate or function within the ITA. Members a) and optionally c) are appointed by the ITA Foundation Board.
 - 7. Other members of the Committee can be appointed by the ITA Foundation Board upon proposal of the Chair of the ITA Foundation Board and/or the ITA Director General.
 - 8. The Committee may seek advice from experts in the field of human resources and/or compensation policies.
 - 9. Except for Members who are ITA staff, the term of the Members' mandate is two (2) years, which can be carried out for a maximum of four (4) mandates and are thus eligible for three (3) renewals of two (2) years each, either consecutive or non-consecutive.

III. Reporting

- 10. The Chair of the Committee shall provide the Foundation Board with a report on its activities, recommendations and decisions at the meetings of the Foundation Board.

IV. Meetings

- 11. The Committee will meet once a year (physically or virtually), generally on the occasion of an ITA Foundation Board meeting.
- 12. The ITA shall provide the necessary administrative and financial resources for the Committee's meetings.

V. Working norms

- 13. The Committee's decisions shall be taken by a simple majority vote. In the event of a tied vote, the Chair of the Committee shall have the casting vote.
- 14. The Committee must document its recommendations and decisions and maintain such record.

VI. Confidentiality

- 15. Members of the Committee shall be subject to a strict duty of reserve and confidentiality, and refrain from any unauthorized disclosure of information brought to their attention in the performance of their duties.

VII. Deputies, Alternates and Observers

16. Attendance at meetings is of great importance and it is expected that Committee members will personally attend. There will be no system for alternates/ and there will be no observers to the Committee's meetings.

Approved by the Foundation Board on 23 June 2022,



Dr Valérie Fourneyron
Chair of the ITA Foundation Board



Mr Francesco Ricci Bitti
Member of the ITA Foundation Board