

Remuneration Committee Charter

Sub-committee of the APNIC Executive Council

Version 1.0

10 December 2024

The Remuneration Committee was established pursuant to resolution 2024-43 of the APNIC Executive Council on 10 December 2024.

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1 Purpose

- 1.1 The Remuneration Committee is appointed by the Executive Council (**EC**) to assist and advise the EC on matters relating to the performance, remuneration, and bonuses of the Director General.
- 1.2 This Charter sets out the role and responsibilities of the Remuneration Committee and outlines how it will operate. Nothing in this Charter limits powers and responsibilities of the EC or APNIC Board.
- 1.3 The Charter will be reviewed and updated where appropriate.

2 Authority

- 2.1 The EC establishes the Remuneration Committee as a standing sub-committee of APNIC, established under Part VII of the By Laws with the power and authority to exercise its role and responsibilities set out in this Charter and as otherwise granted to it under separate resolutions of APNIC EC from time to time.
- 2.2 The Remuneration Committee will make recommendations to the APNIC EC on all matters within its scope of responsibility which require a decision or resolution. The Remuneration Committee does not have the power or authority to make a decision in APNIC EC's name or on its behalf unless there has been an express delegation by the EC to that effect. All recommendations shall be made by a simple majority of the members of the Remuneration Committee in attendance.

3 Objectives

- 3.1 The Remuneration Committee's objectives are to:
 - (a) Establish the goals, objectives, and bonus criteria for the Director General, ensuring alignment with APNIC's Strategic and Activity plans.
 - (b) Assess and advise the EC on the Director General's performance against the established criteria as well as the performance of APNIC as a whole, in meeting the expectations of the Members and community.
 - (c) Provide recommendations to the EC on the Director General's remuneration, ensuring it is fair and in line with benchmarks.
 - (d) Ensure that the remuneration and performance review process is structured, transparent to the EC and any other appropriate parties, and completed in a timely fashion.
- 3.2 These Objectives are met through carrying out the duties and responsibilities outlined in section 6 below.

4 Composition

- 4.1 The Remuneration Committee will consist of at least three members of the EC.
- 4.2 The composition of the Remuneration Committee will be reviewed annually following the APNIC AGM.
- 4.3 The Director, People & Productivity will be the secretary of the Remuneration Committee.

- 4.4 The Director, People & Productivity will normally be invited to attend committee meetings.
- 4.5 The Remuneration Committee may from time to time appoint external experts at its sole discretion to assist it to discharge its responsibilities
- 4.6 All EC Members may attend meetings of the Remuneration Committee as observers, subject to exclusion as deemed appropriate by the Remuneration Committee Chair from time to time. All EC Members will have access to minutes, papers and reports arising from Remuneration Committee meetings, unless they have a conflict of interest in respect of an agenda item. The Remuneration Committee may invite such other persons to its meetings as it deems necessary, including members of the APNIC Secretariat.

5 Appointment

- 5.1 Pursuant to section 4 above, the Executive Council shall determine the membership of the Remuneration Committee and appoint the Chair.
- 5.2 The Chair should be an appropriately qualified/experienced Board Director who does not Chair the EC.
- 5.3 Remuneration Committee members shall be appointed for a period of no more than 2 years.
- 5.4 Remuneration Committee members may resign upon reasonable notice to the Chair of the Executive Council.

6 Duties & Responsibilities

- 6.1 The Remuneration Committee will carry out the following duties and responsibilities.

Objective Setting

- 6.2 Develop annual performance objectives for the Director General, in consultation with the Director General, for endorsement by the EC.
- 6.3 Develop annual bonus criteria for the Director General, in consultation with the Director General, for endorsement by the EC.

Performance Management and Review

- 6.4 Discuss progress against objectives with the Director General at scheduled times, and propose any adjustments deemed necessary to the goals as a result of those reviews, for EC endorsement.
- 6.5 Gather confidential feedback on the Director General's performance from parties deemed to be relevant by the Committee, prior to finalising an annual review.
- 6.6 Address any performance or behavioural deficiencies promptly and with the support and advice of the Director, People & Productivity (and General Counsel, if required) to ensure that legal and policy requirements are met.
- 6.7 Discuss development opportunities and approve requests for professional upskilling if relevant.
- 6.8 Conduct a formal review of the performance of the Director General against the agreed objectives,

behavioural standards and bonus criteria annually, in consultation with them.

- 6.9 The performance review shall comprise of the Director General's self-appraisal for the Committee's consideration, the Committee's appraisal of the Director General, and confidential third party feedback.
- 6.10 An agreed average rating of all assessments provided by the Committee members is to be presented to the EC for endorsement.

Remuneration Review

- 6.11 Conduct an annual salary review immediately following the annual performance review, to be completed by the anniversary of the Director General's commencement.
- 6.12 The annual performance review rating will be applied to the determination of an appropriate salary adjustment, along with budget considerations, benchmarked salary rates, CPI, and contractual changes.
- 6.13 The Director, People and Productivity will provide external role and salary benchmark information to the Remuneration Committee for the determination of appropriate salary adjustments.
- 6.14 The Remuneration Committee will ensure that agreed changes to salary will be communicated formally to APNIC for payroll administration.

Bonus Determination

- 6.15 The level of achievement of clearly stated performance bonus criteria will determine the payment of a bonus.
- 6.16 The Remuneration Committee will determine the achievement level and seek the EC's endorsement of the decision.
- 6.17 The Remuneration Committee will ensure that the agreed bonus payment amount will be communicated formally to APNIC for payroll administration.

Administration

- 6.18 The annual performance review results and rating must be communicated to the Director General in writing, and a copy held securely by APNIC HR.
- 6.19 The salary review and bonus eligibility results must be communicated to the Director General in writing, and a copy held securely by APNIC HR.
- 6.20 Confidential information or communication regarding the performance or salary of the Director General will be conveyed via encrypted email only.
- 6.21 The Remuneration Committee and EC must treat all minutes, discussions and documentation relating to the Director General's performance as strictly confidential.

7 Meetings

- 7.1 The Remuneration Committee will meet at least twice-yearly in person or via videoconference. As

far as practical, meetings shall be held in advance of EC Meetings if there are matters that require attention prior to the meeting.

- 7.2 The quorum shall be more than half of the total number of REM Committee members.
- 7.3 An agenda and meeting papers will be prepared and provided in advance to members, along with appropriate briefing materials.
- 7.4 Minutes of meetings will be prepared and circulated to the Remuneration Committee members and all EC members.

8 Reporting

- 8.1 The committee will report regularly to the EC about committee activities and make appropriate recommendations.

9 Code of Conduct

- 9.1 APNIC's Code of Conduct applies to all members of the Remuneration Committee.