

TG4 Board Remuneration Committee

Terms of Reference

1. Constitution and authority

The Board of Teilifís na Gaeilge resolves to establish a committee of the Board known as the Remuneration Committee (“the Committee”).

a) The Committee is authorised by the Board to examine any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

b) The Committee is authorised by the Board to obtain outside legal advice or other independent professional advice, as deemed necessary.

This document sets out the terms of reference of the Committee which was approved by the Board on 2 March 2026.

2. Membership

a) The members of the Remuneration Committee shall be appointed by the Board and shall consist of not less than three Board members, one of whom shall be the Chairman of the Board.

b) The Chairman of the Board shall act as Chairman of the Committee. In the absence of the Chairman, the members who are present shall choose an acting Chairman for the meeting.

c) A quorum shall be two members.

d) Only members of the Remuneration Committee have the automatic right to attend Committee meetings. The Company Secretary, or a representative approved by the Board, will, at the invitation of the Chairman of the Committee, attend meetings, except for any part of a meeting which the Chairman of the Committee wishes to reserve for Committee members only. Other Board members and executive management may also be invited to attend all or part of any meeting(s).

e) The duration of appointments to the Remuneration Committee is a matter for the Board and members may be appointed for a period of time up to, and including, the date of expiry of their Board membership.

3. Duties

The duties of the Committee are as follows:

a) Consider the appointment, performance objectives and measures, targets and remuneration of the Director-General or his / her deputy (appointed in accordance with Section 89 (8) of the Broadcasting Act 2009) and make recommendations to the Board prior to seeking Government approval thereon. Such consideration will take place in the context of relevant Government policy.

b) Undertake, on behalf of the board, the regular performance review of the Director General based on the board approved review process.

c) Consult with the Director-General in relation to the remuneration package of executive management, having regard to Government policy in relation to remuneration of senior management.

d) Make a recommendation to the Board for the approval of the appointment / re-appointment of the Teilifís na Gaeilge Board Secretary every 5 years.

e) To set and periodically review the objectives, role and reporting line of the Board Secretariat function and report to the Board on this review

4. Functions

To deliver the duties as outlined and specifically undertaking the Director General performance review, the function includes Director General objective setting and approval, performance review and support process and where appropriate, performance improvement plan.

4.1 Director General Objective Setting and Approval Process

The Committee and the Director General will meet in January of each year,¹ to discuss the main DG objectives for the year ahead. During the meeting, the DG and Committee will agree upon the highest-priority DG objectives for the upcoming year. This will include at least five but no more than seven objectives. The Committee will also review and approve proposed metrics for measuring achievement of the objectives at an informal mid-year review as well as the year-end review. This process and relevant reporting templates are set out in the appendices.

4.2 Performance Review and Support

For each annual review cycle, an informal mid-year review may take place, as well as a year-end review of DG performance.

Prior to the year-end review, the DG will complete the Objectives and Performance Metrics sheet. The Committee will assess the achievement of each objective. They will also include feedback and suggestions, both in the session and on the Objectives and Performance Metrics sheet. The performance of the organisation for the full year, as evidenced in the January Board papers, should also be taken into account.

At the end of the review meeting or shortly thereafter, the Committee Chairman will inform the DG of the conclusion of the performance review. This will be either 'satisfactory' or 'not satisfactory', or in line with the Senior Public Service/ State board CEO or senior management model.

The DG should use the respective 'comments' columns of the Objectives and Performance Metrics Sheet to log any reasons or supporting information on why an individual objective was not fully achieved. If the DG does not agree with the Sub-Committee's assessment of his or her annual performance (i.e. whether it was satisfactory or not satisfactory), the DG can use the 'end-of-year' comments section to log this disagreement and why he or she believes the result is incorrect.

4.3 Performance Improvement

Should the result of the review be 'not satisfactory', the Committee and DG will convene at the beginning of the following year to devise a Performance Improvement Plan. The components of this plan are described in the appendices.

The Committee will review progress with regard to the plan, with the DG, at the year-end review session.

4.4 Responsibilities of the TG4 Board Chair

The Board Chair will carry out informal performance feedback discussions with the DG at least twice throughout the course of the year. These discussions serve as an important means for discussion with respect to the DG's performance, challenges and opportunities. This is also an opportunity for the Board Chair to provide insights and constructive feedback.. Further optional guidance for these discussions is included in the appendices.

In the event that a Performance Improvement Plan is implemented, this plan should also serve as a key focus of the DG and Board Chair feedback discussions.

¹ This can also be combined with the year-end review meeting, for scheduling convenience. As such, the combined meetings could take place in either December or January.

5. Meetings

5.1 Frequency / incorporeal meetings

- a) The Committee will hold such and so many meeting as may be necessary for the performance of its functions but shall hold at least two meetings per year. The meetings required are the initial objectives setting meeting, and the year-end performance evaluation review.
- b) Meetings may be held by telephone or other suitable electronic means whereby all the members of the Committee can hear and be heard.
- c) The quorum for a meeting is two and a duly convened meeting of the Committee that is quorate will be competent to exercise all or any of the powers and discretions vested in it by the Board. The Chair must ensure that a quorum is present before calling the meeting to order and opening proceedings.

5.2 Notice of meetings

- a) Meetings of the Committee shall be organised by the Secretary of the Committee at the request of any of its members.
- b) 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, and any other person required to attend, in a timely manner in advance of the meeting. Documents intended for consideration and supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.
- c) The Teilifís na Gaeilge Company Secretary or his / her nominee, as agreed by the Committee, shall act as the Secretary of the Committee. In the context of the Director General's performance review process, this includes arranging the objective setting, and year-end review meetings. For the avoidance of doubt, the secretary will not attend the review meetings.

5.3 Minutes of meetings

- a) The Committee shall have access to the services of the Teilifís na Gaeilge Company Secretary, or his / her nominee, on all Committee matters including: assisting the Chairman of the Remuneration Committee in planning the Committee's work; drawing up meeting agendas; maintaining minutes and providing any other necessary practical support as deemed necessary.
- b) The Secretary shall support the minuting of the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. When the Secretary is not present for specific agenda items, for example the DG performance review meetings, the members who are present shall nominate one member to minute the proceedings.
- c) Minutes of Committee meetings shall be circulated promptly to all members of the Committee
- d) Confirmation that the meeting took place will be notified to all members of the Board.

6. Reporting

Following the year-end DG Performance Review meeting, the Committee Chair will report to the Board on the outcomes of the review, in a private board session. The Chair should report the outcome of the review process, i.e. whether CEO performance was deemed satisfactory or not satisfactory².

7. Other Matters

- a) The Committee will review these terms of reference periodically and make recommendations to the Board on updating or amending them, as appropriate.

- b) The Committee shall compile a short report describing its membership, duties and principal activities during the year, to be included in the Annual Report and Accounts.

8. Confidentiality

The papers and documentation provided in the context of the work of the Committee are confidential and will contain sensitive material and information necessary to allow members to carry out their duties and functions. Members and those in attendance, shall not, without the approval of the Chair, discuss with or disclose, directly or indirectly, information to third parties.

The minutes of the TG4 Board meeting in which the year-end DG performance review is reported should state (1) that the annual review process and corresponding report to the Board took place and (2) that the conclusion on DG performance was reported in the private discussion. The minutes will not include the result of the performance review (i.e. satisfactory or not satisfactory), as this information will be logged in the DG Objectives and Performance Metrics sheet, to be kept with the Committee and the DG.

9. Review

The Committee will review and assess the adequacy of the Terms of Reference, including appendices, at least annually and request Board approval for proposed substantive changes.

Approved by the Board 02 March 2026.

² Other assessment criteria or narrative gradings may be used based on State board/ senior public service models