28 November 2025

To: The Public Accounts Committee

Subject: Arm's Length Bodies, Grants and Subsidies Review

Dear Deputy Gardiner,

Thank you for the opportunity to contribute to the Arm's Length Bodies (ALB), Grants and Subsidies Review. In response to your request for further information, please find the responses below that address the specific areas outlined in your request.

1. *Further clarification on the process by which the Board establishes and approves Executive and staff remuneration.*

Visit Jersey (VJL) has a remuneration committee (RemCom) comprising three Non-Executive Directors, each with a three-year tenure and appointed by the full Board. The Company Secretary and an independent HR consultant attend RemCom meetings. The Company Secretary records the minutes for each meeting. Under VJL's Schedule of Matters (fig 1). The following areas require full Board approval. Therefore, the process by which the Board establishes and approves Executive and staff remuneration is for RemCom to consider 2.3, 2.4, and 2.5 and then submit a proposal to the full Board for discussion and approval.

fig 1

	2. Remuneration & Human Resources	
2.3	Approval of CEO's renumeration package and benefits incl bonus.	Board
2.4	Approval of the company's annual total bonus allowance.	Board
2.5	Approval of the maximum annual staff pay increase award.	Board

a. What involvement does the Government of Jersey have in this process?

VJL's annual pay award is benchmarked against the Government of Jersey's (GoJ) pay award.

2. *What performance criteria, benchmarks, market comparisons, or evaluation frameworks are included and tracked, both for the decision-making of base salary and additional awards?*

In considering 2.3 and 2.5, RemCom uses an independent HR consultant to provide guidance and benchmarking to aid its recommendations to the Board. Benchmarking includes other ALBs and the GoJ. Bonus awards are made on personal and company performance. Personal performance is measured against at least four objectives set in advance of the bonus year and evaluated and recorded by line managers formally mid and full-year. Company performance is measured against set KPIs agreed with GoJ as set out below (3).

3. *How do you tie any performance criteria to Government of Jersey objectives?*

Visit Jersey pays an annual bonus based on personal and company performance. The high-level KPIs used to appraise company performance are guided by the Visitor Economy Strategy, which aligns with and supports the Government's Common Strategic Policy (2024-2026) and the Future Economy Programme. These KPI's are agreed with the Department of the Economy annually and form VJL's annual schedules within our Partnership agreement.

[redacted]

[redacted].

a. *Please can you provide in confidence, details of all executive remuneration in the last three years, including salaries, pay increases and bonuses, with explanation on how these have been determined?*

Fig 2. The CEO's salary, as per the VJL Annual Report.

Year	Salary	Bonus	Pension	Medical	Total	Notes
2024	£165,000	£41,250	£16,500	£5,000 *	£227,750	Tricia Warwick's first full year
April – Dec 2023	£95,911	£12,516	£9,074	£5,000 *	£122.501	Tricia Warwick started 26/4/23
Jan – Dec 2022	£114,251	Nil	£11,425	£924	£126,600	Amanda Burns left 2/12/22

* Tricia Warwick was tasked with establishing a company-wide private medical scheme on her appointment, and the payment in 2023 and 2024 was temporary in lieu of her being able to join a company scheme. The Company scheme has now been established, and she no longer receives this payment.

5. *Can you provide a "Terms of Reference" for any remuneration committee?*

Please find the current RemCom terms of reference appended to this document. These were last reviewed and approved by the Board in July 2024.

6. *How does the wider board gain assurances on how the committee reaches its decision?*

Under clause 6.3 of the RemCom terms of reference, the committee does not have executive power to determine remuneration policies, which include Executive remuneration, the annual pay award, and the company bonus scheme criteria and award. These matters require full Board approval, and RemCom's capacity is limited to an advisory role to the Board. Any decisions the Board makes on remuneration, after taking RemCom's advice, are recorded in the Board minutes to show they have full Board approval.

7. *In what way is the remuneration process audited, and is the Government involved in that process?*

The remuneration process is audited as part of Visit Jersey's annual independent audit. The auditor's report is published in our annual report, which is filed with the Comptroller and Auditor General. At present, Visit Jersey is working with its Government Accountable Officer to implement changes in the Public Finance Manual that came into effect in August 2025, with regard to Arm's Length Bodies and executive remuneration. This will require the Accountable Officer to consider arrangements for approval of executive remuneration in the ALBs.

Yours sincerely,

Martin George
Chair, Visit Jersey

APPENDIX 1

Visit Jersey Limited REMCOM Terms of reference.

Adopted by the Board as of May 2024

1. Establishment of the Committee

These Terms of Reference set out the basis on which the Board has established a Remuneration Committee, as amended and adopted as of May 2024.

2. Interpretation

"Board" means the Board of Visit Jersey Limited.

"**CEO"** means Chief Executive Officer of Visit Jersey Limited.

"Chair" means the Chair of the Board of Non-Executive Directors.

"REMCOM" means the Remuneration Committee.

"Company" means Visit Jersey Limited.

"Constitution" means the Memorandum and Articles of Association of Visit Jersey Limited.

"Non-Executive Directors" means the members of the Board of Visit Jersey Limited.

"Executives" means such members of the senior management team determined by the Board from time to time.

"REMCOM SharePoint" means the company's secure online folder where the Company Secretary must record all REMCOM minutes and records.

3. Objectives

The objective and purpose of REMCOM is to assist, advise and guide the Board in establishing coherent remuneration and nominations policies and practices which:

(a) Enable the Company to attract, retain and motivate staff and Board members; and

(b) Fairly and responsibly reward staff and Board members, having regard to the performance of the Company, the individual, and the general remuneration environment prevailing within the Company's operating marketplace.

For the avoidance of doubt, the Committee is not intended to act as an executive body, but rather as a committee of the Board from which it derives its authority. It must therefore ratify any substantive recommendations made by it. The Schedule of Matters defines which substantive recommendations the Board must ratify.

4. Authority

The Board authorises REMCOM, within its responsibilities, to:

(a) Perform activities within its Terms of Reference.

(b) Engage independent professional advisers as it deems necessary to carry out its duties.

(c) Ensure appropriate attendance at committee meetings.

(d) Have unrestricted access to members of staff and the Board

(e) Establish appropriate procedures for the review and recommendation of remuneration.

(f) Establish appropriate procedures for the nominations, interviewing and recommendations for appointments.

5. Organisation

5.1. Membership

5.1.1. The Board will approve REMCOM members and the Committee Chair.

5.1.2. REMCOM will comprise at least three independent Board members. The CEO may attend all REMCOM meetings at the discretion of the REMCOM Chair and the Chair of the Board

5.1.3. A quorum of any meeting will be two members, including the Chair.

5.1.4. Each member should have skills and experience appropriate to the Committee's business.

5.1.5. Members will be appointed for a three-year term. Such appointments will be co-terminus with Board appointments.

5.1.6. The Secretary of the Committee shall be the Company Secretary, and they shall record minutes for the meeting and file them in the REMCOM SharePoint.

5.2. Meetings

5.2.1. Meetings shall be held not less than once a year.

5.2.2. Special meetings may be convened as required.

5.2.3. The Secretary shall circulate the agenda and supporting documentation to committee members, and their invited guests as appropriate, at a reasonable period before each meeting.

5.2.4. The Secretary of the REMCOM shall circulate the minutes of meetings to members of the Board and committee members.

6. Roles and Responsibilities

Without limiting its role, specific duties and responsibilities of the Committee include the following:

6.1. REMCOM

6.1.1. Determine and agree with the Board the broad policy for the remuneration of Executives, including, but not limited to, pension rights and compensation payments, and any amendments to that policy proposed from time to time by management.

6.1.2. Review the ongoing appropriateness and relevance of the executive remuneration policy.

6.1.3. Ensure that provisions regarding disclosure of remuneration, including pensions, as set out in relevant laws and regulations are fulfilled.

6.1.4. Seek appropriate independent confirmation to substantiate any representations made.

6.1.5. Ensure that contractual terms on termination, and any payments made, are fair to the individual and the Company.

6.1.6. In reviewing and recommending such packages and arrangements, consider the comments and recommendations of all relevant regulations and associated guidance.

6.1.7. Review and note annually relevant remuneration trends and;

6.1.8. Be aware of and advise the Board on any major changes in employee Visit Jersey. Commercial House. 3 Floor, 3 Commercial Street, St. Helier, Jersey, JE2 3RU

benefit structures.

6.2. Other Duties and Responsibilities

To include, but not limited to:

6.2.1. Ensuring that the disclosures relating to remuneration, including pensions, as set out in the annual Financial Report and Accounts are accurate and compliant with relevant legal requirements.

6.2.2. Selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.

6.3. Board Approvals

The Board must approve the following (subject to recommendation by the Committee where required under these Terms of Reference):

6.3.1. The non-executive remuneration policies;

6.3.2. The remuneration report to be included in the annual report and accounts;

6.3.3. The design of all incentive plans.

7. Reporting

REMCOM will:

(a) Regularly update the Board on Committee activities and make appropriate recommendations.

(b) Ensure the Board is aware of matters that may significantly impact the financial condition or affairs of the business.

(c) Prepare any reports required by law or listing rules or requested by the Board, and prepare a statement regarding the activities of the Committee to be included in the section on corporate governance in the annual report.

8. Performance Review

REMCOM must conduct an annual review of its performance and effectiveness, both collectively and individually, inviting comments from all members of the Board. It must recommend to the Board any suggested changes in the duties and responsibilities of the Committee and the terms of these Terms of Reference.

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