

## **TERMS OF REFERENCE**

### **HR and Remunerations Committee**

#### **1. Introduction**

The Human Resources (HR) and Remunerations Committee (the Committee) is a sub-committee of the British Canoeing (BC) Board.

The Committee has been established to support the Board in its responsibilities for issues of HR and Remuneration.

The Committee shall operate within the powers delegated to it by the Board and in line with the responsibilities contained within section 3 of these Terms of Reference.

This Committee will have some overlapping responsibilities with the Governance & Risk Committee and the Finance Committee of the Board, particularly with regards to Risk Management and Contracting Policy. For the avoidance of doubt, where it is unclear where matters should be referred, they ought to be referred in the first instance to the Governance & Risk Committee.

#### **2. Membership**

The Committee should consist of a minimum of three members appointed by the Board including no less than two non-executive BC Board members and one executive BC staff member.

The executive BC staff member will not be in attendance when the Committee is discussing any issues which are personal to him/her.

The Committee will be chaired by a nominated Non-Executive Board member who must have relevant and recent experience to perform this role. In the absence of the Chair, the Committee may nominate another Non-Executive Board Member to deputise in his/her absence.

The Committee may co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience and may procure specialist ad-hoc advice at the expense of the organisation, subject to budgets being agreed in advance by the Board.

The Committee meetings will normally be attended by the HR Manager, who shall provide the secretariat function.

The Committee may ask any other member of BC staff to attend a meeting to assist with its work.

#### **3. Responsibilities.**

The Committee shall have delegated powers from the Board to carry out the following responsibilities:

- I. Review and develop the strategy and philosophy being applied by the organisation in remunerating staff to ensure alignment and proportionality;
- II. Determine on behalf of the Board matters of policy over which British Canoeing has authority relating to the operation of the pension arrangements and other benefits provided to current or former executive directors;
- III. Review with the CEO the plans for the operational organisation of the staff and the employment HR policies, conditions and practices;
- IV. Receive reports, consider and advise the Board on any employment issues potentially affecting the reputation of British Canoeing;
- V. Consider and monitor staffing requirements necessary to ensure that they are appropriate to the delivery of the BC strategic goals and operational needs;
- VI. Review the “whistle-blowing” policy and arrangements put in place by British Canoeing for staff to ensure the process is robust and properly managed;
- VII. Deal with any other matters referred to it by the Board.

#### **4. Reporting**

Minutes of each Committee Meeting will be presented to the subsequent Board meeting and, where necessary, the Chair of the Committee will provide a report to the Board on any substantive matters of importance and any material issues or concerns.

The Committee shall report its decisions to the Board and make whatever recommendations it deems appropriate on any area within its remit where action or improvement is needed.

#### **5. Meetings**

The Committee will meet at least three times a year. The Chair of the Committee and or the Chief Executive may convene additional meetings as they deem necessary.

The meetings may be held in person or by teleconference or video conference and individual members may join a physical meeting remotely via teleconference or video conference and be regarded as present at the meeting.

Notices of meetings shall contain information relating to venue, time, date and agenda. Papers to meetings shall be circulated at least one week before the date of the meeting.

Minutes of the meeting will usually be circulated to the Committee within 14 days of the meeting.

#### **6. Quorum**

A minimum of two members of the Committee must be present for the meeting to be deemed quorate.

## **7. Resolutions and voting**

Decisions of the Committee shall be taken by resolution and recorded in the minutes. Where a consensus cannot be agreed, the Chair may request a vote on a show of hands, in which case each Committee Member shall have one vote.

## **8. Terms of reference and committee effectiveness**

The Terms of Reference for the Committee and Committee effectiveness shall be reviewed at least every two years by the Board and this will include a review of membership of the Committee.

**End**

**September 2018**