

## British Triathlon Federation - Remuneration Committee Terms of Reference



### Introduction

The Remuneration Committee (the Committee) is a Committee of the British Triathlon Federation (BTF) Main Board.

The Committee has been established to support the Board in their responsibilities regarding issues of staffing resource, staff performance and staff remuneration.

### Composition

The Committee should consist of a minimum two (2) members appointed by the Main Board including:

- Independent non-executive BTF Board member for Business
- Independent non-executive BTF member for Finance
- Independent non-executive TEMB member for Finance
- Chairman of Welsh Triathlon (in respect of WT staff only)

The Committee will be Chaired by a nominated Non-Executive Board member who must have relevant 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 secretariat function will be provided by BTF HR Manager.

### Reporting

A summarisation report will be issued by the BTF HR Manager to the members of the Committee.

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

For each item, the summarisation report shall record either an agreement (including the date when the agreement will take effect) or a failure to agree, including any recommendations for the resolution of such disagreement.

### Responsibilities

The Committee will:

- review and consider the proposed annual salary increase;
- review, consider and set any additional salary reviews in addition to the annual increase;

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Reviewed by;	RemCom	Review date	May 2017

- recommend to the Board the policy for the remuneration of the Executive Director;
- determine all matters relating to the remuneration package of the Executive Director within any policy agreed by the Board;
- be aware of the remuneration policy and arrangements for other staff, particularly other senior staff;
- review and consider proposed increases/decreases in headcount;
- consider any other appropriate matters referred to it by the Board;
- the Committee will also periodically review its own effectiveness and report the results of that review to the Board.

## Rights

The Committee may:

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

## Meetings

The Committee will meet two times a year - usually January and September to coincide with the budgeting and forecasting process. The Chair of the Committee may convene additional meetings as they deem necessary for exceptional circumstances.

Its meetings may be physically in person, or using electronic means (such as teleconferencing or videoconferencing) in which each member participating in the meeting can communicate with all the other participants. The Committee may also, where necessary, deal with its business by email or other means of written electronic communication.

Meetings may be adjourned by agreement for no longer than fourteen working days.

The Committee meetings will normally be attended by the Chief Executive and the BTF HR Manager (and where relevant, the Director of Finance & Business Operations) except when the discussions relate to their own salary and conditions.

The Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.

The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters;

The BTF Board or the Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

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.

### **Quorum**

A minimum of two members of the Committee, must be present for the meeting to be deemed quorate. An inquorate meeting shall be suspended and reconvened within fourteen days.

### **Resolutions and voting**

Decisions of the Committee shall be taken by resolution and recorded in the minutes of the meeting at which such a resolution is passed.

Voting via email will also be deemed appropriate where necessary.

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.

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

The Committee's terms of reference and effectiveness will be reviewed at least annually by the Board and the Committee, including a review of membership and relevant skills and any changes considered necessary must be approved by the Board.