



ENGLISH
INSTITUTE OF
SPORT

Terms of Reference
Remuneration and Nomination Committee
English Institute of Sport
3rd April 2017

Overview

As part of the UK Sport Code of Governance, all funded bodies are required to have in place rigorous processes to assure the appointment, capability and remuneration of Directors of their organisations. This is set in the wider context of the need across the High Performance System to support the retention and motivation of talented staff. These accountabilities are normally discharged by two subcommittees to a Board. Under the advisement of UK Sport (UKS), the EIS has set up for the core accountabilities of these two committees to be delivered by one single committee reporting to the EIS Board. This committee is called the Remuneration and Nomination Committee (the committee)

These terms of reference have been put together based on the guidance and best practices set out by The Institute of Chartered Secretaries and Administrators and tailored to meet the specific requirements of the EIS.

The over-riding accountabilities set out in the Institute's guidance are as follows:

Nomination committee: 'There should be a formal, rigorous and transparent procedure for the appointment of new directors to the board'

Remuneration committee: 'There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing remuneration packages for individual directors'

The guidance also sets out for recommended membership of the committees and Terms of Reference. The proposals below incorporate these recommendations and those specified by UKS in the governance code, for example, to meet the specific reference to succession planning.

All decisions of the committee will also need to take into consideration the requirements of the Civil Service Pay remit guidance and Managing Public Money issued by HM Treasury, the Civil Service Code (where applicable) and any delegations provided by the Department of Culture, Media and Sport (DCMS).

Equally, as a subsidiary organisation of UKS, there are specific duties and authorisations carried out by UKS itself, specifically:

- a. UKS may appoint 3 directors of the EIS board through its own nomination committee processes who hold office until UKS appoint a new director to take their place.
- b. UKS appoints one of its nominated 3 board members to be the Chair of the EIS.
- c. The EIS requires the prior written approval of UKS, such approval only to be given after consultation with DCMS, to make any board appointments or to remove any Directors from the board.

A: Purpose of the Committee

The committee is a sub-committee of the EIS Board and is accountable for its actions, recommendations and decisions to the Board.

1. In the context of remuneration, the committee has 7 primary functions:
 - a. Ensure that the EIS remuneration and benefits arrangements support the vision and strategic objectives of the organisation
 - b. Set the remuneration policy (including performance related pay and pension arrangements) for the EIS Executive Directors, including the National Director.
 - c. Agree severance packages (taking into account the current Civil Service Guidelines)
 - d. Have regard to remuneration trends and controls across the public sector by obtaining reliable, up to date information about remuneration in other public sector organisations.
 - e. Approve role descriptions and assist in the recruitment of the EIS Executive Directors.
 - f. Set and review the performance objectives and pay of the National Director
 - g. Set and monitor the policy for Director expenses
2. In the context of nominations, the committee has 7 primary functions:
 - a. Regularly review the structure, size and composition of the board (including skills, knowledge, experience and diversity) and make recommendations with regard to any changes.
 - b. Be responsible for identifying and nominating for the approval of board, candidates to fill vacancies as and when they arise
 - c. Give full consideration to and formulate plans for succession planning for executive directors and other senior management in the course of its work, taking into account the challenges and opportunities facing the EIS and the skills and expertise needed on the board in the future.
 - d. Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board and support the development of role descriptions to enable the attraction of suitable candidates.
 - e. Oversee and make recommendations to the board on:
 - i. Suitable candidates for Non-executive directors
 - ii. Membership of audit and other Board sub-committees

- iii. The reappointment of non- executive directors on the conclusion of a term of office
- f. Support the board in the undertaking of board effectiveness reviews and take action in particular where this relates to the composition, skills and experience of board members.
- g. Oversee the processes with respect to induction and monitoring of Non-Executive time and effectiveness to ensure they are able to fulfil their accountabilities effectively

B: Membership

- 3. The committee shall comprise at least three members, the majority of whom shall be non-executive board members. The Chair of the Board shall be a member of the committee but will not chair it.
- 4. Only members of the committee have the right to attend committee meetings, however the National Director and the Director for HR shall attend all meetings, absenting themselves from elements of the meeting at the request and discretion of the Chair of the meeting. Other Executive Directors may be invited to attend at the discretion of the Chair.
- 5. Members of the committee shall be appointed by the board.
- 6. Appointments to the committee shall be for a period of up to three years, which may be extended for a further period of three years.
- 7. In the absence of the committee chair, the remaining members shall elect one of themselves to chair the meeting.

C: Quorum

- 8. The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which quorum is present shall be competent to exercise all of any of the authorities, powers and discretions vested in or exercisable by the Committee.

D: Meetings

- 9. The committee shall meet at least twice a year, as required and requested by the Chair of the committee
- 10. The Director for HR shall act as secretary for the committee
- 11. 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, no later than one week before the meeting. All meetings and papers of the Committee are confidential

12. The secretary shall minute the proceedings and resolutions of all Committee meetings including the names of those present and in attendance.
13. Draft minutes of the committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board unless it would be inappropriate to do so.

E: Matters reserved for UK Sport

14. The appointment and remuneration of the Chair of the EIS is for the decision of UKS

F: Other Matters

15. Executive Directors of the EIS including the National Director shall not be involved in any decisions as to their own remuneration

Recommended members of the committee

A N Other (Independent non exec) : Chair
John Steele (Board Chair) : Member
A N Other (Independent non exec member) Member

Attending:

Nigel Walker (National Director)
Jaqui Perryer (Director HR and Change)