

**Terms of Reference
Remuneration and Nomination Committee
UK Sports Institute
20th May 2022**

Overview

1. The Remuneration and Nominations Committee ('the committee') has been established to:
 - a. Oversee Chief Executive Officer ('CEO') and SLT ('senior executives') recruitment, remuneration, employment terms and conditions and severance; and
 - b. Oversee the structure and size of the Board and be responsible for nominations, as well as reviewing the leadership needs of the organisation
2. 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) via UK Sport.
3. The Remuneration and Nominations Committee is a sub-committee of the UK Sports Institute (UKSI) Board and is accountable for its actions, recommendations, and decisions to the Board.
4. The Committee will at all times act in accordance with the UKSI articles that set out clear provisions for the size of the UKSI Board and the role of UK Sport in appointing members or observers to the Board.

Purpose of the Committee: Remuneration

5. In the context of remuneration, the committee has 7 primary functions:
 - a. Ensure that the UKSI 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 UKSI Executive Directors, including the CEO (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 UKSI Executive Directors.

- f. Set and review the performance objectives and pay of the UKSI CEO (National Director)
- g. Set and monitor the policy for Director expenses
- 6. Other than specified in these terms of reference the recruitment, remuneration, employment terms and conditions and severance of all other staff at the UKSI are outside of the scope of these terms of reference unless specifically referred to the committee by the Board or the CEO.

Purpose of the Committee: Nominations

- 7. 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) taking into account the requirements of the Code of Sports Governance and recognised good practice 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 UKSI 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
- 8. Whilst not within the formal remit of the committee, the Remcom may from time-to-time act as a sounding board for key strategic people issues where their experience may help in shaping or advising the UKSI executive team.

Membership

9. 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.
10. Only members of the committee have the right to attend committee meetings, however the UKSI CEO (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.
11. Members of the committee shall be appointed by the board.
12. Appointments to the committee shall be for up to 4 years and will be aligned to the appointment terms for Non-Executive Director Appointments to the Board to enable consistency of representation. Similarly, the term may be extended for a further period of up to 4 years. In practice, for example, this means that if a new appointment to this committee has a remaining period to serve as a Board member of 3 years then the term of appointment to this committee shall also be 3 years.
13. In the absence of the committee chair, the remaining members shall elect one of themselves to chair the meeting.

Quorum

14. 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.

Meetings

15. The committee shall meet at least twice a year, as required and requested by the Chair of the committee
16. The Director for HR shall act as secretary for the committee
17. 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
18. The secretary shall minute the proceedings and resolutions of all Committee meetings including the names of those present and in attendance.
19. Draft minutes of the committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes and recommendations for approval by the board should be circulated to all other non-executive members of the board unless it would be inappropriate to do so. The Chair of the

committee will advise where it is necessary to send either redacted minutes or supplementary board minutes.

Delegated Powers

20. The Committee is authorised by the Board to obtain, within any budgetary restraints imposed by the Board:
- a. outside legal or other professional advice on any matters within its terms of reference;
 - b. commission or purchase any reports, surveys or information which it deems necessary; and
 - c. seek information it requires from staff and staff are required to comply with such requests promptly.

Matters reserved for UK Sport

21. The appointment and remuneration of the Chair of the UKSI is for the decision of UKS in addition to other items set out above.

Other Matters

22. Executive Directors of the UKSI including the UKSI CEO (National Director) shall not be involved in any decisions as to their own remuneration and Non-Executive Directors of the UKSI shall not be involved in any decisions as to their own re-appointment.