

REMUNERATION AND NOMINATIONS COMMITTEE

TERMS OF REFERENCE

Introduction

The Remuneration and Nominations Committee (the “Committee”) is a committee of the board of the British Athletes Commission (the “Board”) which meets when necessary to scrutinise and recommend potential members to the Board and the associated remuneration to be paid to them. The Committee shall also consider the appropriate size, structure and balance of skills on the Board. The Committee is authorised by the Board to seek any information it requires from any Board member or employee of the BAC in order to perform its duties.

Membership

The Committee should consist of a minimum three (3) members appointed by the Board including:

- BAC Chair – as chair of the Committee (the “Chair”); and
- Two Board members, one of whom shall be a non-executive director and one whom shall be an athlete director.

In the absence of the Chair at any meeting of the Committee, the Committee may nominate another non-executive Board member to deputise in his/her absence.

The secretariat function will be provided by Winston and Strawn.

Unless determined otherwise by the Board, the duration of appointments to the Committee (save for the Chair) shall be for 2 years.

Reporting

Where reasonably possible, confidential minutes of each Committee meeting will be tabled at the subsequent meeting of the Board and, where necessary, the Chair will provide a report to the Board on any substantive matters of importance and any material issues or concerns. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Responsibilities

- lead the process for Board appointments and make recommendations to the Board regarding any such appointments;
- lead the process for Board succession planning (including executive and non-executive matters and the Chair) and make recommendations to the Board regarding any succession planning;
- The re-appointment of any independent director at the conclusion of their specified term of office as appropriate;
- Any matters relating to the continuation in office of any director at any time;



- The Committee shall ensure together with the COO that an induction is in place for any new Board members; and
- Additionally, the Committee shall;
 - make available its terms of reference and the authority delegated to it by the Board upon request; and
 - ensure that on appointment to the Board, all directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings.

Rights

The Committee may:

- bring together an interview panel consisting of other Board or UK Sport members. However:
 - the delegated interview panel must ensure that independent directors remain the majority; and
 - any interview panel made up in this way will be required to put forward their recommendations to the full Committee for a decision to be made;
- bring in members of the Executive Team in an informal way to help inform and provide specialist knowledge;
- procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board; and
- Additional and external expertise in an advisory capacity may be sought by the group at the discretion of the Chair.

Meetings

The Committee will meet as required, with timings dictated by the BAC Board Appointments Register or when a Board member steps down from their duties outside of their normal tenure.

The Chair may convene additional meetings as he or she deems necessary.

The Committee may ask any other officials of the BAC 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. Notices of meetings shall contain information relating to venue, time, date and agenda. Papers relating 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 [and at least one athlete director] [*Note: It should be clarified who this is. Also, see Membership section above which currently does not reference such a director being a member*].

Resolutions and voting

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

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 save that no member of the Committee shall be entitled to vote where he or she has a personal interest in the matter which is the subject matter of the 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, and any changes considered necessary must be approved by the Board.

Adopted date:	BAC Board	Adopted date:	April 2021
Reviewed by:	BAC Board	Review date:	April 2023