



TOR004 Remuneration Committee Terms of Reference

Introduction

The Remuneration Committee (the Committee) is a Committee of the British Triathlon Federation (BTF) Board and the TE Management Board (TEMB).

The Committee has been established to support the BTF Board and TE Management Board (hereinafter referred to as 'The Boards') in their responsibilities regarding issues of staffing resource, staff performance and staff remuneration, relating to British Triathlon Federation employees.

British Triathlon Values

The Remuneration Committee shall at all times act in a manner which encapsulates the British Triathlon values:

We are People Centred: We openly support & challenge each other, We are customer focused, we nurture communities.

We Are Ambitious: We are dynamic, we are innovative and creative, we are passionate about doing our best, we create positive impact.

We Are Inclusive: We remove barriers to involvement, we connect people, we have fun, we work in partnership.

We do What's Right: We are honest and respectful, we practice clean sport, we are accountable.

Strategic Alignment

This committee shall also align to one of the Strategic Goals:

- Exceptional People

Scope & Resources:

In Scope - British Triathlon Federation employees

Out of scope - Welsh Triathlon and Triathlon Scotland employees

Purpose

The purpose of the Committee will be to make recommendations to the Boards on matters related to staff remuneration and headcount.

Committee Membership (6):

The Committee shall comprise of:

- BTF Chair (Chair)
- TEMB Chair
- BTF Independent Non-Exec Director for Commercial
- TEMB Independent Non-Exec Director for Finance
- Lead Staff Member - Finance Director (no voting rights)
- HR Manager (no voting rights)
- CEO (no voting rights)

In the absence of the Chair, the Committee may nominate another Non-Executive Board Member to deputise in his/her absence.

In the absence of the Lead Staff member, the CEO may nominate another Staff Member to deputise in his/her absence.

Reporting

Papers will be issued, prior to the meeting, by the BTF HR Manager to the members of the Committee.

The Chair of the Committee will provide a report to the Boards and raise any material issues or concerns.

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

Minutes are held at BTF HQ.

Quorum

A minimum of 2 members of the Committee plus the CEO, or in their absence, the Finance Director, must be present for the meeting to be deemed quorate.

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.

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.

Where a consensus cannot be agreed, the matter shall be recorded in the minutes and will be raised to the Boards.

Meetings:

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, the TE Management 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.

The Committee will meet two times a year - usually January and September. 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.

The Committee meetings will normally be attended by the Chief Executive and the BTF HR Manager and the Director of Finance except when the discussions relate to their own salary and conditions.

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.

Goals, Responsibilities and Duties assigned to Remuneration Committee:

The Committee will make recommendations to the Boards on the following matters:

- Remuneration policy for BTF Ltd employees;
- To review and agree the Annual Salary increase award;
- The levels of authority to review remuneration and adjust headcount delegated to the CEO;
- Any alteration to remuneration or headcount beyond the delegated authority of the CEO;
- 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.

Annual General Meeting

The Committee Chair and/or CEO shall attend the annual general meeting of both BTF and TE to respond to questions from stakeholders on the Committee's activities.

Information Requirements

- RPI and/or CPI index data
- Budget data
- Market rates - post specific
- Market rates - comparison with other sports

Terms of reference and committee effectiveness

The Committee's terms of reference and effectiveness will be reviewed at least biennially 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.

Terms of Reference Name	BTF Remuneration Committee
Policy ID	TOR004
Version	2.0
Date Last Reviewed;	December 2020
Editor	Andy Salmon
Approved By;	BTF Board (18.01.2021)
Next Review;	December 2022