



British Paralympic  
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## British Paralympic Association

### Remuneration Committee

#### Terms of Reference

The Board resolved to adopt the following terms of reference for the Remuneration Committee on 6 June 2016.

(References to "the Committee" shall mean the Remuneration Committee.)

#### 1. Authority

- 1.1 The Board has the power under Article 21.4 to establish Committees and shall determine the membership, voting and proceedings of the Committees.
- 1.2 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Director or employee and all such Directors and employees are directed to co-operate with any request made by the Committee.
- 1.3 The Committee is authorised by the Board to obtain outside legal or other independent professional advice at the BPA's expense (within agreed budgetary limits) and to secure the attendance of external bodies with relevant experience and expertise if it considers this necessary within delegated levels of authority.

#### 2. Constitution

- 2.1 The Committee shall be made up of three members of the Board, which should normally be the Chair and Vice Chair of the Board, and Chair of Finance and Audit Committee.
- 2.2 The Committee shall have the discretion to co-opt a member with Human Resources skills, knowledge and experience if required.
- 2.3 Appointment to the Committee is for a period of up to four years, which may be extended for one further four year period.
- 2.4 The quorum shall be two members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. A member of the Committee who is in communication by voice or video telecommunication link for the purposes of a meeting shall be counted as part of the quorum for such meeting, provided that the voice or video telecommunication link is so arranged that

it is possible for each member of the Committee to hear and be heard by, or in the case of video telecommunication link, see and be seen by each other person participating in the meeting.

- 2.5 One member of the Remuneration Committee shall be appointed as Chair by the Board, and will normally be the Vice Chair of Board. In the absence of the Chair and/or an appointed deputy, the remaining members shall elect one of themselves to chair the meeting.
- 2.6 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the Director of Finance and Corporate Services (HR lead) and external advisers or consultants may be invited to attend for all or part of any meeting as and when appropriate.
- 2.7 Regular attendance at meetings is required. Any member who misses two consecutive Committee meetings without good cause and due notification may be asked to resign from the Committee.
- 2.8 The Company Secretary or their nominee shall provide secretariat support to the Committee.

### **3. Duties**

The Committee shall:

- 3.1 upon the recommendation of the Chair of Board, determine and agree the remuneration of the BPA's Chief Executive Officer (CEO). The CEO shall never be involved in any decisions as to his/ her own remuneration;
- 3.2 in determining such remuneration take into account all factors which it deems necessary. The objective shall be to ensure that the CEO is, in a fair and responsible manner, rewarded for his/ her individual contribution to the success of the BPA;
- 3.3 determine the policy for, and scope of, pay and pension arrangements for all staff. The CEO will implement this framework directly with the Executive Team (and any other line reports), who will oversee implementation within their own directorate;
- 3.5 upon the recommendation of the CEO, endorse the remuneration of the BPA's Executive Team.
- 3.6 ensure that contractual terms on termination, and any payments made, are fair to the Chief Executive and the BPA, that failure is not rewarded and that the duty to mitigate loss is fully recognised;

- 3.7 in determining such packages and arrangements, give due regard to any relevant legal requirements and associated guidance;
- 3.8 review and note annually the remuneration trends across the sector;
- 3.9 oversee any major changes in employee benefits structures throughout the company;
- 3.10 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee: and to obtain reliable, up-to-date information about remuneration in other companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations, within any budgetary restrictions imposed by the Board.

#### **4. Reporting Responsibilities**

- 4.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 4.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

#### **5. Meetings**

- 5.1 The Committee shall meet once a year and at such other times as the Chair of the Committee shall require as necessary to enable the effective working of the Committee. Where possible, the regular meetings will be timetabled to coincide with Board meetings.
- 5.2 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chair.
- 5.3 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 electronically/by post to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- 5.4 The Chair of the Committee shall attend the Annual General Meeting prepared to answer questions from the AGM on the Committee's activities.
- 5.5 The Secretary or their nominee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

- 5.6 Minutes of the Committee that deal with matters relating to remuneration and other confidential matters will be held in secure form. All Board members will have access to the Minutes of the Remuneration Committee. A synopsis of any confidential Minutes will be presented to the NEB by the Chair of the Committee.
- 5.7 The draft Minutes will be submitted to the Chair of the Committee for approval within a reasonable timeframe.

## **6. Other**

- 6.1 The Committee shall review its own performance as frequently as the Chair of the Committee shall deem necessary.
- 6.2 Terms of Reference to be reviewed every two years. To be agreed by the Committee and ratified by the Board.

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