

UK Athletics Limited

Human Resources Remuneration Committee

Terms of Reference

1. Recommendations

It is recommended that the UK Athletics (UKA) Board approve:

- (a) The name change of the Remuneration Committee to the Human Resources Remuneration Committee (HR Rem Com).
- (b) The wider content of the terms of reference for the HR Rem Com.

2. Purpose of the Committee

The purpose of the HR Rem Com is to support the Board in their responsibilities for issues of human resources and remuneration by reviewing the comprehensiveness of policies and procedures in meeting the Board and governance needs and reviewing the reliability and integrity of relevant UKA management systems.

3. Membership

- a. The Committee shall be appointed by the Board and will comprise a Chairperson and at least two other members.
- b. The Committee will be comprised solely of Non-Executive Directors. Other individuals may be asked to attend Committee meetings but will have no voting rights.
- c. Membership of the Committee will be reviewed at the first board meeting following the AGM each year.
- d. The Committee members will be independent of the management of the company and care will be taken to minimise the risk of any conflicts of interest.
- e. The Committee comprises three non-executive members appointed by the UKA Board, one of whom serves as the Committee Chair. The Committee may co-opt additional Non-Executive Directors or third party advisers as non-voting members to provide specialist skills, knowledge and experience.

4. Attendance

- a. Attendees normally invited to attend by the Committee are the Chair, Chief Executive Officer (CEO), Chief Financial Officer, Head of HR & Welfare and the Secretary to the Committee. Attendees do not have voting rights. The Committee may ask any individual(s) from the Executive team to attend for discussions on any particular matter. Names of current Committee members and attendees appear in section 10.
- b. It is expected that the CEO will attend meetings where remuneration of executive directors and / or the Senior Leadership Team is discussed, and where general remuneration issues are discussed the Head of HR and Welfare will be in attendance.

- c. The Company Secretary or their nominee shall be the Secretary to the Committee.

5. Meetings

- a. The HR Rem Com will meet at least twice a year, in line with an annual plan of key issues for each meeting.
- b. Meetings shall be summoned by the Secretary to the Committee.
- c. Notice of the meetings including time, and venue, together with an agenda of items to discuss, plus all relevant meeting papers will be forwarded to each member of the Committee no less than one week prior to the meeting.
- d. A minimum of 2 members of the HR Rem Com will be present for the meeting to be deemed quorate. If the Committee Chair is not able to be present, another member of the Committee, as nominated by the Chair of the Committee, will take the Chair for the meeting, however any additional NED could join as a voting member at the request of the Chair who will give such attendee his / her proxy. Participation may be in person or by telephone/video conference in certain circumstances, pre-agreed by the Committee.
- e. 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.
- f. Additional matters can be accommodated on an up and coming agenda or dealt with via a telephone conference or on line. If needed, the Committee Chair may convene additional meetings. The Board may ask the HR Rem Com to convene further meetings to discuss particular issues on which they want the Committee's advice.

6. Minutes

- a. Formal minutes shall be taken of the proceedings of the HR Rem Com. These Draft Minutes shall be distributed to the Chair of the Meeting for consideration and review within ten working days of the Meeting and distributed to the Members within fifteen working days of the Meeting.
- b. Approval will be sought from the Chair and Members within 20 days of the HR Rem Com meeting.
- c. Once approved by Committee Members, Minutes shall be presented at the next available Board Meeting by the HR Rem Com Chair. In addition, in the event of the Minutes not being available at the next Board Meeting, a verbal update on the business of the Committee shall be provided to ensure any questions Members of the Board may have can be addressed promptly or other matters highlighted.

7. Responsibilities and Duties assigned to the HR Rem Com

- a. The preparation of a framework for remuneration (pay, conditions, annual awards, incentives schemes and benefits) of all staff, including the Senior Leadership Team, and the Board.
- b. Review and approve increases in remuneration of all employees in excess of £100,000 per annum.
- c. Ensure that a process is in place for annual review of pay for all employees.
- d. The preparation of a framework for Employee Equality, Diversity and Engagement.
- e. The preparation of a framework for the wellbeing of staff.
- f. Ensuring that the Human Resource Policies and Procedures adopted by UKA derive from the HR Strategy and contribute directly to the achievement of the UKA Strategic Plan, comply with Employment, Health and Safety, Equal Opportunities and other relevant legislation.
- g. Ensuring that the Human Resource Policies and Procedures adopted by UKA are aligned with the company's values.
- h. The Committee shall be responsible for monitoring arrangements for the appointment, remuneration, suspension and dismissal of the members of the Senior Leadership Team.
- i. The Committee shall be responsible for the annual appraisal of the CEO in conjunction with the UKA Chair, normally delegating to the CEO the appraisal of the other Senior Leadership Team members.
- j. The Committee shall be responsible for making recommendations to the Board on the remuneration of the CEO and Senior Leadership Team.
- k. The Committee shall be responsible for the preparation of the policy framework covering other employment matters directly affecting members of the Executive Team.
- l. In addition to providing the Board with the verbal updates and approved Minutes of Meetings as outlined in 6 above, the HR Rem Com shall produce an Annual Report to the Board summarising its conclusions from the work it has done during the year, this report to be presented to the Board by the Committee Chair.
- m. The Committee has a duty to review its own performance and effectiveness, including running costs and terms of reference, on an annual basis.
- n. Make recommendations to the Board as appropriate given the scope of its duties.
- o. The Committee may engage external professional advisers as required in order to assist in the performance of its duties.

- p. Members of the Committee, assisted as necessary by other Members of the Governing Body (other than the CEO or Staff), shall be responsible for discharging any responsibility of the Governing Body for hearing appeals concerning the Senior Leadership Team under grievance, redundancy, competence or disciplinary procedures.

8. The Committee shall, in carrying out its responsibilities

- a. Consider the advice of the CEO concerning the staffing requirements of UKA.
- b. Advise the Organisation on the conduct, composition and procedures of any selection panel for the Senior Leadership Team and generally on the appointment of any Executive role. This advice to include liaison with the Athletics Appointment Panel when appropriate.
- c. Consider the advice of the CEO and the outcome of discussions with staff in respect of pay structures and employment policies.
- d. At each of its meetings the Committee shall receive a report on high risks as they appear in the Risk Register which has relevance to the work of the Committee.
- e. The Organisation requires the Committee to consider the information and training needs of its members at least once a year.

9. Information requirements

- a. For each meeting, the HR Rem Com will be provided with HR update and management information for the relevant period.
- b. As and when appropriate the HR Rem Com will also be provided with:
 - i. The internal audit strategy for purely HR-relevant aspects;
 - ii. The HR strategy and/or forward work plan;
 - iii. A report on any proposals to tender for HR functions;
 - iv. Papers on HR policies or strategic matters relevant at that time.

10. Committee Members and Attendees

a. Committee Members:

- i. Gordon Arthur (Committee Chair and Non-Executive Director);
- ii. Richard Bowker (Non-Executive Director);
- iii. Sarah Rowell (Non-Executive Director).

b. Attendees:

- i. Niels De Vos (Chief Executive Officer);
- ii. Jonathan Orr (Chief Financial Officer);
- iii. Ralph Knibbs (Head of Human Resources & Welfare);
- iv. Sarah Coffey (Secretary to the Committee);
- v. Tracey Carey (Financial Controller) to be invited to annual pay review meeting.

Date: 7th September 2017

Authors: Gordon Arthur (Committee Chair); Jonathan Orr (Chief Financial Officer) and Ralph Knibbs (Head of Human Resources and Welfare).