



REMUNERATION & NOMINATIONS COMMITTEE



Remuneration and Nominations Committee: Terms of Reference

Purpose

The Remuneration and Nominations Committee (the “**Committee**”) will monitor and review the structure and composition of the Board (the “**Board**”) and its Committees, leading the process for all Board and Committee appointments, and making recommendations to the Board for approval of the Dame Kelly Holmes Trust’s (the “**Trust**”). This Committee also determines the remuneration of Senior Leadership Team members and provides guidance on any annual increments for Trust staff (ensuring a sustainable legacy for our founder).

The Committee has the authority of the Board to have access to any information or employee of the Trust in the course of undertaking its responsibilities, and to obtain outside legal or other independent advice where required.

Constitution

These Terms of Reference replace all previous versions previously applied.

Objectives

- Review the structure, size and composition of the Board and Committees and make recommendations to the Board, including overseeing an annual Board skills audit;
- Evaluate the balance of skills, diversity and experience on the Board and Committees, with reference to the strategic priorities of the organisation, the role of the Board, and the need for diversity;
- Oversee the recruitment process for all new Board and Committee members to include development of a recruitment pack, advertising, promotion, and identification of prospective candidates. In all cases the recruitment and interview process will be in line with the Trusts Trustee Recruitment Policy;
- Meet prospective candidates, to scrutinise their suitability and ensure that potential new Board and Committee members are able to make an informed decision. These meetings will include the use of competency-based interview questions and mandatory interview and diversity training will be provided to all trustee and committee member where appropriate;
- Submit recommendations for Board appointments to the Board for consideration and if appropriate, approval;
- Ensure that, on appointment to the Board and/or Committee of the Board, all Board members receive a formal letter of appointment, setting out clearly what is expected of them in their role and that all new Board & Committee members have a comprehensive induction process;
- Ensure all candidates are informed of the outcome of the process;
- Review every 2 years the Trustee Recruitment Policy to ensure that the Trust continues to operate to high governance standards;
- Where appropriate, request additional out of budget expenditure. Any proposed expenditure, outside of agreed budgets, requires CEO and or F&A sign off in line with delegated levels of authority;
- Annually review the remuneration of the SLT of the Trust and provide guidance where appropriate, of the salary scales of the wider team.

Committee Membership

The Committee will be made up of at least three members, comprising of a minimum of one Trustee appointed by the Remuneration and Nominations Committee and a minimum of two independent members.

Trustee Attendance

Trustees who are not members of the Committee have an open invitation to attend any Committee meeting. As a courtesy, they are requested to give as much notice as possible to the Committee Chair.

Terms of Membership

Term of membership is three years.

Meetings

Meetings will be held four times a year, at least two weeks prior to Board meetings and otherwise as required. The Chair is required to provide an update at the Board meeting. Agendas will be circulated at least 1 week in advance of the meetings (including the meeting's venue, time and date) to all Committee members and any other permitted attendees and minutes will be circulated no later than two weeks after the meetings to all Committee members.

The Committee will have the power to co-opt external members where appropriate (subject to main Board approval).

The Committee will hold ad hoc meetings if required to. Regular exchanges will also take place by email and phone throughout the year.

Quorum

The quorum necessary for the transaction of business by the Committee shall be reached when 75% of Committee members are in attendance which must include the Chair. 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.

Where a Committee meeting is (a) not quorate within one half hour from the time reserved for the meeting; or (b) becomes inquorate during the course of the meeting, the Committee members present may determine to adjourn the meeting to such time, place and date as may be determined by the members present or to continue with the meeting and email out any decisions to be made for validation by those not present (and only upon such validation will such decision be adopted by the Committee).

Chair

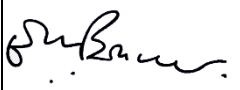
Mandatory that the Chair for the Remuneration and Nominations Committee, must be the Chair of the Trust.

Coordinator

The CEO will be responsible for coordinating committee meetings wherever possible. In their absence the Charity Secretary will take on this role.

Staff Attendance

The CEO is required to attend all meetings of the Committee. Other staff may, at the Committee Chair's request, attend meetings as required.

Signed:	
Name:	Ed Bracher
	Chair of the Remuneration and Nominations Committee
Date:	2 nd November 2020
Updated	October 2020
Next Review	September 2022