



REMUNERATIONS AND HR COMMITTEE TERMS OF REFERENCE

(Last updated June 2024)

1. AUTHORITY

- 1.1 The Remunerations and HR Committee is a Committee of the Bowls England Board established to support the Board in its responsibilities for issues of remuneration and HR.
- 1.2 The Committee's role is to develop and monitor the Company's strategy in relation to people and their remuneration.
- 1.3 The Committee shall operate within the powers delegated to it by the Board and in line with the responsibilities contained within Section 3 of these Terms of Reference.
- 1.4 The Committee will have some overlapping responsibilities with the Governance & Risk Committee and the Audit Committee of the Board, particularly with regards to Risk Management and Contracting Policy. For the avoidance of doubt, where it is unclear where matters should be referred, they ought to be referred in the first instance to the Governance & Risk Committee.

2. RESPONSIBILITIES

- 2.1 Review and develop the strategy and philosophy being applied by the organisation in remunerating staff to ensure alignment and proportionality.
- 2.2 Annual review of the Chief Executive's plans for staff remuneration and employee benefits including pension and training.
- 2.3 Consider and monitor staffing requirements necessary to ensure that they are appropriate to the delivery of the strategic goals and operational needs.
- 2.4 Review and recommend Chief Executive's salary and benefits package.
- 2.5 Review and recommend any 'volunteer' remuneration including, but not limited to, the Presidential Team allowance, Board honorarium and volunteer expenses.
- 2.6 Deal with any other matters referred to it by the Board.

3. MEMBERSHIP

- 3.1 The Committee shall consist of a minimum of three members with relevant skills and experience appointed by the Board, including no less than two Independent Directors.
- 3.2 The Committee will be chaired by the Bowls England Chair. In the absence of the committee Chair, the Committee will elect one of its members to deputise.

- 3.3 The Committee may co-opt additional members for a period not exceeding one year to provide specialist skills, knowledge and experience and may procure specialist ad-hoc advice at the expense of the organisation, subject to budgets being agreed in advance by the Board.
- 3.4 The maximum term of office for this committee will be in accordance with the maximum term of office for Board Directors. The Board will regularly review the membership of the committee in accordance with its review policy and may re-appoint or remove members in this review.
- 3.5 The committee meetings will normally be attended by the Chief Executive or Head of Business Operations who shall provide the secretariat function. These executive officers will not be in attendance when the Committee is discussing any issues which are personal to them.
- 3.6 The committee members must declare any conflicts of interest to the Chair of the committee who will act in accordance with Bowls England policy
- 3.7 Committee members must act professionally in accordance with Bowls England's code of conduct
- 3.8 The Committee may ask any other member of staff to attend a meeting to assist in its work.

4. MEETINGS

- 4.1 The Committee will meet at least once each year. The Chair of the Committee or the Chief Executive may convene additional meetings as they deem necessary.
- 4.2 The meetings may be held in person or by teleconference or video conference and individual members may join a physical meeting remotely via teleconference or video conference and be regarded as present at the meeting.
- 4.3 The Chair of the Audit Committee will be required to convene a special meeting of the Audit Committee if they are in receipt of a written requisition to do so signed by two Board Members, the External Auditor or the Chief Executive.
- 4.4 Papers to meetings shall be circulated at least one week before the date of the meeting.
- 4.5 A minimum of two members of the Committee must be present for the meeting to be deemed quorate.

5. RESOLUTIONS AND VOTING

- 5.1 Decisions of the Committee shall be taken by resolution and recorded in the minutes. Where a consensus cannot be agreed, the committee Chair may request a vote on a show of hands, in which case each Committee Member shall have one vote. In the event of a tied vote, the committee Chair shall have the casting vote.

6. REPORTING

- 6.1 Draft minutes of the meeting will usually be circulated to the Committee members within 14 days of the meeting. Once approved minutes are sent to the Board. Where necessary, the Chair of the Committee will provide a report to the Board with any recommendations, substantive matters of importance, or material issues or concerns.
- 6.2 Minutes and reports from this committee are restricted to the Board.

7. REVIEW

- 7.1 These Terms of Reference, remit and effective working of the Nominations Committee will be reviewed annually.