

**sportscotland**

## **Remuneration Committee**

### **Terms of Reference**

#### **Membership**

- 1 Members of the Committee are appointed by the Council. The Committee is made up of at least three members, all of whom are independent non-executive directors.
- 2 The Chairman and Deputy Chairman will be appointed by Council.
- 3 The quorum for the transaction of business of the Committee is at least two members, one of whom should be the Chairman or Deputy Chairman of the Committee.

#### **Meetings**

- 4 Meetings of the Committee are convened by the Secretary of the Committee at the request of any of its members. The Committee will meet twice a year. Other meetings will be held at such times as the Chairman of the Committee or other members shall require.
- 5 Unless otherwise agreed, notice of each meeting, confirming the venue, time and date, together with an agenda of items to be discussed, will be forwarded to each member of the Committee and any other person required to attend, no later than three working days before the date of the meeting. Supporting papers will be sent to Committee members and to others as appropriate, at the same time or as soon as practicable thereafter.
- 6 Only members of the Committee have the right to attend Committee meetings. However, other individuals and external advisers may be invited by members of the Committee to attend for all or part of any meeting as and when appropriate.
- 7 The Secretary will take Minutes of the proceedings and resolutions of all Committee meetings will be taken and these will include the names of those present and in attendance.
- 8 Minutes of Committee meetings will be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

#### **Access and Reporting Responsibilities**

- 9 The Remuneration Committee Chairman or Deputy Chairman will report back to the Council on its proceedings after each meeting. This will be facilitated by the inclusion of the Committee's minutes in the papers distributed to the next Council meeting.

- 10 The Committee makes whatever recommendations to Council it deems appropriate on any area within its remit where action or improvement is needed.
- 11 The Committee will contribute to the Council's annual report in relation to **sportscotland's** remuneration policy and practices.

## Responsibilities

- 12 The duties of the Committee are to:
  - 12.1. Review the impact of the Scottish Government's Public Sector Pay Policy on the Chief Executive's remuneration.
  - 12.2. Review the ongoing appropriateness and relevance of **sportscotland's** remuneration policy within the parameters set by the Scottish Government's Public Sector Pay Policy.
  - 12.3. Review and note annually the remuneration trends across the **sportscotland** group.
  - 12.4. Oversee any major changes in employee benefit structures throughout the **sportscotland** group and in doing so give due regard to legal and Scottish Government guidance.
  - 12.5. Periodically review succession planning arrangements and related matters to help ensure the organisation has access to the appropriate level of skills, knowledge and experience to carry out its functions.
  - 12.6. At least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Council for approval.

## Information Requirements

- 13 The Committee is authorised to:
  - 13.1. Seek any information it requires from any employee of the organisation in order to perform its duties.
  - 13.2. Obtain at **sportscotland's** expense any legal or other professional advice on any matter within its terms of reference.
  - 13.3. Be 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 relevant companies and organisations. The Committee shall have full authority to commission any reports or surveys it deems necessary to help it fulfil its obligations.