



## Remuneration Committee

### Constitution and Terms of Reference

The purpose of the Remuneration Committee is the determination, on behalf of the Board of Directors of Herefordshire Cricket Ltd of the appointment, remuneration, and terms and conditions of service in relation to senior employees and oversight of all other remuneration and employment matters.

The terms of reference for the Committee appointed by the Board are as follows:

#### **1. MEMBERSHIP**

1.1 The Members of the Committee shall be:

- (a) The Chair of the Committee;
- (b) The Chair of the Board;
- (c) The Treasurer;
- (d) Up to two suitably qualified individuals appointed by the Board having the requisite skills to provide external support and diversity of experience.

1.2 Other individuals may be invited to attend all or part of any meeting as and when appropriate.

1.3 The Chair of the Committee will be appointed by the Board from amongst the Appointed Directors. In the absence of the Chair and assuming the meeting is quorate then those members present will appoint an alternative member of the Committee (being a Director) to chair any meeting.

1.4 External candidates to be recommended for appointment to the Committee by the Board shall be nominated by the Chair following due process.

1.5 The Chair of the Board will nominate a suitably qualified individual to act as secretary to the Committee who will be in attendance at all meetings. Their role will be to ensure meetings are properly conducted in all matters regarding notification, timeliness and recording of such meetings.

#### **2. QUORUM AND VOTING**

2.1. The quorum necessary for the transaction of business shall be 3 members including at least 2 Directors.

2.2 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.



- 2.3 Each member of the Committee shall have one vote. In the event of an equality of votes the Chair of the meeting shall have a second or casting vote.

### **3. MEETINGS**

- 3.1 The Committee shall meet at least twice a year at appropriate times. Meetings may be held by video or telephone conference call as appropriate.

- 3.2 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 to each member of the committee no later than 5 working days before the date of the meeting. Supporting papers shall be sent to committee members at the same time.

- 3.3 Minutes of the Committee meetings shall be circulated to all members of the Committee and to all non-executive Directors of the Club in a timely manner.

### **4. DUTIES**

- 4.1 The objectives and duties of the Committee are to:
- have responsibility for setting the remuneration policy and level of remuneration for all senior staff members
  - approve all employee bonus payments or pay rises for those who are contractually fixed;
  - approve the key features of all benefits in kind granted to employees, including but not limited to pension, mileage allowances.
  - receive and consider an annual report from the company's Pension Trustees in respect of the Pensions Scheme; and
  - have final approval over any reward policies that impact the organisation's business, including but not limited to redundancy policy, expense limits and allowances.
  - Agree the policy for authorising expenses claims for the Directors
- 4.2 The objectives and duties of the Committee will be confirmed and approved by the Board of the Club annually.

### **5. TERMS OF OFFICE**

- 5.1 Directors serving on the Committee (other than the Chair of the Committee) do so on an ex-officio basis and their tenure is connected to their substantive role. The Chair of the Committee shall be appointed for an initial three-year period. Such term can be extended for one further three-year period at the discretion of the Chair of the Board.
- 5.2 External members shall be appointed to the Committee for a three-year period. Such term shall only be extended for a further one-year period at the discretion of the Chair of the Board in exceptional circumstances when a suitable external replacement member has not been identified and appointed.