

sportscotland

Remuneration and Succession Planning Committee

Terms of Reference

Introduction

- 1 The **sportscotland** Remuneration and Succession Planning Committee has a role to oversee the annual staff Pay Remit, which is governed by the Scottish Government's Public Sector Pay Policy, and related activities concerning staff development and succession planning.
- 2 The Committee is also responsible for considering the application and impact of the Scottish Government's Public Appointments process for Board members and considering how these can be enhanced by **sportscotland** to ensure that a wide-ranging and diverse talent pool is accessed whenever Board appointments are required.

Responsibilities

- 3 The duties of the Committee are to:
 - 3.1. review the impact of the Scottish Government's Public Sector Pay Policy on the Chief Executive's remuneration.
 - 3.2. review the ongoing appropriateness and relevance of **sportscotland's** remuneration policy within the parameters set by the Scottish Government's Public Sector Pay Policy
 - 3.3. review and note annually the remuneration trends across the **sportscotland** group.
 - 3.4. 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.
 - 3.5. periodically review succession-planning arrangements for both key staff and potential future Board members to help ensure the organisation has access to the appropriate level of skills, knowledge and experience to carry out its functions and ensure that the Board has access to candidates with suitably diverse backgrounds and relevant skills and experience to help carry out its governance role.

- 3.6. advise the Chair regarding the application and impact of the Scottish Government's Public Appointments process for Board members and how these can be enhanced through actions taken by **sportscotland** to ensure a wide-ranging and diverse talent pool is accessed whenever Board appointments are required.
- 3.7. 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.

Membership

- 4 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.
- 5 The Chairman and Deputy Chairman will be appointed by Council.
- 6 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

- 7 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.
- 8 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.

Attendance at Meetings

- 9 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.
- 10 The Secretary will take Minutes of the proceedings and resolutions of all Committee meetings and these will include the names of those present and in attendance.

- 11 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.

Reporting

- 12 The Remuneration and Succession Planning Committee Chairman or Deputy Chairman will report back to the Board 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 Board meeting.
- 13 The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit, where action or improvement is needed.
- 14 The Committee will contribute to the Board's annual report in relation to **sportscotland's** remuneration policy and practices.

Authority

- 15 The Committee is delegated by the Board to fulfil the responsibilities and duties set out in these terms of reference and is authorised by **sportscotland** to investigate any activity within these terms of reference and to seek any information or explanation from staff in respect of its enquiries. Requests for work and reports will be channelled through the Chief Executive.
- 16 The Committee is authorised to:
 - 16.1. obtain at **sportscotland's** expense any legal or other professional advice on any matter within its terms of reference.
 - 16.2. establish 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 has full authority to commission any reports or surveys it deems necessary to help it fulfil its obligations.

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