



**Terms of Reference**  
**for the Nominations and Remuneration**  
**Committee of the**  
**British Equestrian Federation (BEF)**

**Approval**

Approved by (role)	Name	Board/ Executive	Date	Date For Review
Board Chair	Malcolm Wharton	Board	22/12/2021	22/12/2021
Board Chair				

## **BRITISH EQUESTRIAN FEDERATION**

### **TERMS OF REFERENCE FOR THE NOMINATIONS AND REMUNERATION COMMITTEE**

#### 1. Purpose of the Nominations and Remuneration Committee

The purpose of the Committee is to:

- Lead on the process for all Board appointments;
- Ensure that the skills, experience, independence, knowledge and diversity of the Board remain fit for purpose;
- Be responsible for the Board evaluation processes, both internal and external;
- Give full consideration to succession planning for directors and the CEO in the course of its work, taking into account the challenges and opportunities facing the BEF, and the skills and expertise needed on the Board in the future
- Lead on the process for the recruitment of the CEO
- Assist the Board of Director's to determine and agree any specific pay increases/remuneration of Senior Staff (which for the purposes of these Terms of Reference shall include the Chief Executive and members of the executive and WCP senior leadership teams); and
- Review and recommend to the Board annual salary increases, if any, for all staff based upon relevant data which enables the Board to make an informed decision
- Lead on the development of Remuneration policies for the BEF

#### 2. Authority and Accountability

The authority of the Committee is established by the Board. It reports to the Board.

#### 3. Membership

The Committee shall comprise:

- the Board Chair who shall chair the Committee (except in the case when the Committee is tasked to recruit a new Board Chair, in which case the Committee shall be chaired by the Senior Independent Director for the purposes of that appointment and the Board Chair shall not sit on the Committee for the purposes of that appointment);
- three Independent Directors;
- one Nominated or Elected Director;

provided always that the Committee may co-opt an independent individual with extensive experience in a relevant sporting sector on an ad hoc basis to assist the Committee.

3.1 Appointments to the Committee are made by the Board and shall be for a period of up to four years, which may be extended for a further period of up to four years, provided the director still meets the criteria for membership of the Committee.

3.2 In the event that a member of the Committee is unable to attend a meeting, the Committee may invite an alternative Board Director to act as their substitute at any given meeting provided always that there shall be a majority of independent directors.

3.3 The Head of Integrity and HR or their nominee shall act as the Secretary of the Committee.

#### 4. Duties

4.1 The duties of the Committee shall be:

- To regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes.
- To give full consideration to succession planning for directors and the CEO in the course of its work, taking into account the challenges and opportunities facing the BEF, and the skills and expertise needed on the Board in the future.
- To formulate plans for succession for directors and in particular for the role of Chair of the Board.
- To be responsible for the processes involved in recruiting, identifying, assessing appointability and nominating candidates to fill board vacancies as and when they arise in accordance with the provisions of the Articles of Association of the BEF.
- Before any appointment is made by the Board, to evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates in relation to the Board Chair or independent non-executive directors the committee shall use an open and transparent recruitment process, publicising the terms of reference in respect of the vacancies and/or using the services of external advisers to facilitate the search.
- To consider candidates for appointment to the Board from a wide range of backgrounds.
- To consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board taking care that appointees have enough time available to devote to the position.
- For the appointment of directors and Chair of the Board, to prepare relevant role descriptions, including the time commitment expected.
- To be responsible for ensuring that internal Board evaluation take place on an annual basis and that external evaluations take place at least once every four years.
- To review the results of the Board performance evaluation process that relate to the composition of the Board and ensure that any actions recommended as a result of the internal and external evaluations are undertaken in a timely manner.

- To review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the nonexecutive directors are spending enough time to fulfil their duties.
- To determine and agree with the Board the BEF's broad remuneration and related policies for all staff and review the ongoing appropriateness and relevance of such policies.
- In determining such policies, to take into account all factors which it deems necessary and to consider such internal and external information as may be relevant, having regard to any funding requirements imposed by the BEF's funding partners and the overall budgetary position of the BEF.
- Within the terms of the agreed policies and in consultation with the Board and/or the Chief Executive, as appropriate, determine the total individual remuneration package of the Chief Executive and members of the Executive Team.
- Approve the design of the appraisal system and monitor the alignment of incentives and remuneration with the expected values, behaviours and culture.
- Approve the design of, and determine targets for, any performance-related pay or reward schemes operated by the BEF, and approve the total annual payments made under such schemes;
- Maintain an overview of and oversee any major changes in employee benefits structures.
- To meet on an annual basis in order to review and make recommendations to the Board as to whether all staff should receive an increase in salary for the following year based upon; consumer and retail price index, information of increases that other member bodies are considering paying for the relevant year, current budget/affordability and competitiveness in the market which helps retention and any other relevant information that assists the Board.
- When reaching decisions in relation increases in salary the Committee shall be sensitive to the remuneration and employment conditions throughout the BEF.
- To work and liaise as necessary with all other Board committees.

## 5. Procedure

- 5.1 The committee shall meet at least once a year and otherwise as required.
- 5.3 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair. 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, and any other person required to attend, by email no later than twenty four hours before the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- 5.4 Attendance of non-members of the Committee shall be by invitation only.

- 5.5 The quorum necessary for the transaction of business shall be three members of the Committee provided always that there shall be a majority of independent directors. 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
- 5.4 No director or member of the Executive shall be involved in any decisions as to their own remuneration.
- 5.5 The Committee is authorised by the Board to investigate any activity within its terms of reference, obtain legal, remuneration or other professional advice from both inside and outside the Committee as and when required, at the BEF's expense, and to appoint and secure the attendance of external consultants and advisors if it considers this beneficial.
- 5.6 A person may participate in a meeting of the Committee by telephone, video conferencing, or other similar equipment provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting.
- 5.7 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.
- 5.8 The Secretary shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance.
- 5.9 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee.

Approved by: BEF Board

Dated: 22 December 2021