

Nomination & Remuneration Committee Terms of Reference

Purpose

The purpose of the Nomination and Remuneration Committee is to assist the Board of Directors to ensure that the Board retain an appropriate structure, size and balance of skills to support the strategic objectives and values of the organisation.

The Committee assists the Board to meet its responsibilities regarding the determination, implementation and oversight of remuneration arrangements to enable the recruitment, motivation and retention of all Special Olympics Ireland (SOI) staff.

The Committee also assists the Board by reviewing and making recommendations in respect of the remuneration policies and framework for all staff.

The Committee oversees arrangements for succession planning.

Authority

The Nomination and Remuneration Committee has delegated authority from the Board in respect of the functions and powers set out in these terms of reference.

The Committee is also authorised by the Board to seek any information it requires from any employee and may obtain independent professional and/or legal advice if it considers it necessary.

Composition

The Nomination and Remuneration Committee will be appointed by the Board.

The membership of the Committee shall consist of the Secretary, Treasurer and the Chair of the HR Sub-Committee.

The Chairperson of the Committee shall be appointed by the Board from the three members as appropriate.

Other board members or staff members may, at the Committees request, attend meetings as required but will have no decision making or voting responsibilities.

Duration of Appointment

The Board members on the Committee may remain in position in line with their tenure on the Board of Directors or as otherwise determined by the Board.

Frequency of Meetings

The Committee shall meet at least once a year or more often if deemed appropriate. The quorum at each meeting shall be all three members.



Duties and Responsibilities:

The duties of the Nomination and Remuneration Committee shall be to;

- Remuneration;
 - Review and make recommendations, where appropriate, in respect of the remuneration policies and framework for all staff;
 - Receive and review recommendations from the HR Sub-Committee on salaries and overall remuneration of all SOI employees;
 - Set, determine and periodically review the level/scope of basic pay, pension and other benefits of the CEO.
- Nomination;
 - Lead succession planning for Board Membership, ensuring an effective framework is in place to meet and deliver on the skills and expertise needed on the Board, now and in future, are met;
 - The Committee shall consider and make recommendations for suitable candidates for co-option into Board vacancies;
 - The Committee will oversee the recruitment and appointment of the CEO position when required.
 - The Committee will recommend to the Board nominations for the CEO as and when required.

The committee shall review at least every two years, its own performance and Terms of Reference to ensure it is operating effectively and to recommend any changes it considers necessary to the Board for approval.

The Committee will also carry out such other duties as may be assigned to it by the Board from time to time.

Conflicts of Interest

Individual members of the Nomination and Remuneration Committee must pay particular attention to the avoidance of conflicts (or potential conflicts) of interests in any business of the Committee. Should potential conflict arise, the Nomination and Remuneration Committee should be informed.

Confidentiality

All committee members must strictly preserve the confidentiality of any information coming to their knowledge in the course of their work as committee members relating to members of the Company, athletes, coaches, families, volunteers or board members /committee members. This confidentiality is to be preserved both during and after the committee member's term of office.