Remuneration Committee Terms of Reference

File Management:

Owner: Chairperson, Remuneration Committee

Revision History (Version /Date)	Summary of Changes
V0.1 – 2022	Document Creation
V1.0 – 2022	Approved by Board
V1.1 - November 2024	Scheduled Review
V1.2 - October 2026	Approved by Board. Scheduled review. Updated TOR Review period to every 3 years, in line with policy review schedule.
October 2029	Next Review

Name:

Remuneration Committee

Purpose:

The Board has established a Remuneration Committee as a Committee of the Board to support the Board in fulfilling its responsibilities in relation to meeting its responsibilities regarding the determination, implementation and oversight of remuneration arrangements to enable the recruitment, motivation and retention of 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.

However, the ultimate responsibility for this area rests with the Board, who must fully consider the advice and approve or amend the recommendations from the Committee.

Membership:

Membership of the committee shall consist of the Chair of the HR Committee, Chair of the Board, Company Secretary and Treasurer. The Board reserves the right to appoint non-board members (subject to approval by the Board Chairperson), to the Committee where specialist knowledge and expertise is required from time to time. The majority of members at any time will be Board members. An external, non-director, with specific expertise and related skills, may be invited to join a committee. The Committee will be chaired by the Chair of the Board.

Other individuals such as the CEO, Director and/or the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate. However, such invitees should not be present when their remuneration package is being discussed.

Duration of Appointment:

- The Board members on the Committee may remain in position in line with their tenure on the Board of Directors.
- External non-directors may be appointed by the Board for a

term of two years. The Board may renew this appointment for one or two further terms, subject to the requirements of the Committee's work.

Meetings:

- Meetings will be held at least once per year in September. The Chair of the Committee may convene additional meetings, as deemed necessary.
- Other Board members or staff may be invited to attend meetings at the request of the Committee.

Authority / Rights:

- In discharging its responsibilities, the Remuneration Committee will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The Committee is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities.
- The Committee shall have access to sufficient resources in order to carry out its duties will be supported by one or more members of staff as appropriate to the Committee's work.
- The Committee may procure and/or avail of specialist ad-hoc advice at the reasonable expense, subject to budgets agreed by the Board, on any matter within its terms of reference.
- The Committee has rights to access to members of the Board and other Committees to seek information relevant to its functions as per this Terms of Reference.

Duties and Responsibilities:

1. Company's Remuneration Policy

- Review and make recommendations, where appropriate, in respect of the remuneration policies and framework for all staff.

2. Salary Review Report and Any Collective Annual Increments Requirements

- Receive a report with evidence on internal and external trends in remuneration and benefits as required, and to include any proposals for Board consideration.

3. Remuneration and Benefits of CEO and Directors

- Set, determine and periodically review the level/scope of basic pay, pension and other benefits of the CEO.

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

Reporting Responsibilities:

- The Committee will report to, and is ultimately accountable, to the Board.
- The Committee will report back to Board on areas or issues requested by Board.
- Minutes of meetings of the Committee will be circulated to the Board.

- An update on progress of the work of the Committee will be provided at Board meetings by the Chair as appropriate (including updating the Board on any previous Committee meeting, Committee business and any recommendations, advice and any relevant matters that should be brought to the Board's attention).
- The Committee will provide the Board with an Annual Report summarising its conclusions from the work it has done during the year, progress with the work programme and the outcome of its self-effectiveness review. This Report will be timed to support finalisation of the organisation's annual report and financial statements.
- The Committee shall make a statement and provide an overview of its activities in the Annual Report.

Conflicts of Interest / Loyalty

Individual members of the Committee must pay particular attention to the avoidance of conflicts (or potential conflicts) of interests / loyalty in any business of the Committee. Should potential conflict arise, the Committee Chairperson 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.

Review

The Committee shall review, at least every three 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.