

Greater Manchester Moving > ^ < v

Nominations and Remuneration Sub-committee – Terms of reference

Membership

The committee shall consist of the Chair and at least two additional directors. Other directors and officers of the company may attend the committee by invitation.

At the AGM each year nominations will be received and agreed for membership of the committee for the year ahead.

Chair

The board of directors will nominate one of themselves to be the Chair of the committee.

Secretary

The company Secretary or their nominee will act as the secretary of the committee and be responsible for organising meetings, taking minutes, and circulating them.

Quorum

The quorum necessary for the transaction of business shall be two directors.

Frequency of meetings

The committee shall meet twice a year and as such other times as the Chair shall require.

Notice of meetings

Notice of meetings of the committee shall be circulated by the Secretary. An Agenda and minutes of the previous meeting shall be sent to all members of the committee a week before the meeting.

Conduct

The committee will be mindful and compliant with the UK Code of Governance (Sport England & UK Sport) Tier 3 mandatory requirements.

Duties / Purpose /Functions

The committee has delegated authority to agree (or, where appropriate, make recommendations) the following:

Remuneration -

- a. Determine and agree with the board the framework or broad policy for the remuneration of the Company's Chief Executive.
- b. The remuneration arrangements (including any benefits) of the employees of the Company.
- c. Any scheme or other arrangements relating to any payments made to the Directors of the Board
- d. Review the remuneration policy on an annual basis.
- e. Approve the design of, and targets for, any performance related pay scheme operated by the company.
- f. Determine the policy for, and scope of, any changes to the company pension scheme.
- g. Agree the policy for authorising claims for expenses from the Chief Executive and Directors of the Company
- h. No individual shall be involved in any decisions relating to their own remuneration.

Nomination –

- a. Be responsible for identifying and nominating candidates to fill Board vacancies when they arise for approval by the Board.
- b. Ensure that the recruitment of the Chair and all non-executive directors is conducted via an open advertised process.
- c. To consider candidates on merit against objective criteria
- d. To consider candidates from a wide range of backgrounds with due regard for the benefits of diversity
- e. To ensure that a target is achieved of a minimum of 30% of each gender is on the Board.

- f. To ensure greater diversity on the Board including, but not limited to, Black, Asian, Minority Ethnic and disability candidates.
- g. Before any appointment is made to the Board evaluate the balance, skills, knowledge, experience and diversity of the existing Board and, in the light of this evaluation, prepare a description of the role and capabilities required for the appointment.
- h. Regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any changes.
- i. Ensure that, in line with the Articles of Association, all Directors are required to reapply to be a Director with Greater Manchester Moving every 3 years (up to a maximum of 3 terms of office).
- j. Conduct an annual review of succession planning for the Board taking into account the term length that Board members have/can serve in accordance with the Company's Articles of Association.
- k. Have a specific job specification for the appointment of a chair including an assessment of the time commitment expected.
- l. Arrange for directors to receive, on their appointment, a formal letter of appointment to the Board setting out the expected time commitment and duties of a Board member.
- m. Ensure that all Directors receive terms of reference on their appointment setting out their Director's duties and their general role and responsibilities.
- n. Monitor the attendance of Directors at Board meetings. If a Director fails to attend two consecutive meetings this should be raised by the Chair with the Director concerned. A Director who fails to attend three consecutive meetings will be asked to relinquish his/her duties and will be removed from the Board.

Reporting

The committee Chair shall report formally to the main board on its proceedings at the next main board meeting. The committee shall make recommendations to the Board on any area within its remit where action is deemed necessary.

Other

The terms of reference will be reviewed, as a minimum, by the Greater Manchester Moving Board every four years. **Date:** March 2024 **Review date:** March 2028