Remuneration Committee

Terms of Reference

Introduction
1. The Board of the Trustees ("the Board") of the Lindsay Leg Club Foundation ("the Foundation") has delegated the task of determining the level of remuneration payable to employees of the Foundation and consultants used by the Foundation to a sub committee of Board Members. This sub committee is to be referred to as the Remuneration Committee ("the Committee").

Remit of the Committee
2. To review and determine remuneration that should be paid to employees of the Foundation and consultants used by the Foundation; including any employees or consultants who sit on the Board.
3. To consider appropriate remuneration taking account of salaries and payments in the small charity sector.
4. To take advice from individual Board members as appropriate.
5. To deal with any other matters relating to the salaries or payments, benefits and terms and conditions of employees and consultants.
6. To monitor value for expenditure on employees or consultants in relation to the aims of the Foundation.

Constitution:
7. The Committee will consist of the chair, the treasurer and one other Board member.
8. The members of the Committee shall be appointed annually at the Board's Annual General Meeting ("AGM") for a period of 12 months.
9. If a member of the Committee becomes unable to discharge their duties, the Board shall appoint a replacement to complete his or her term at the next Board meeting.

Conduct of Meetings:
10. The Committee will meet to discuss salaries and payments twice a year. Meetings will normally take place March and September. The dates having been agreed at the previous meeting. If all members agree the Committee may meet at different or other times as necessary.
11. Meetings may be attended remotely by telephone, Skype or comparable technology. Within 2 weeks of the date of the meeting the Chair must produce draft minutes of the meeting that set out clearly the nature of any discussion, the resolutions voted on and the outcome of the vote. Each member shall be provided with a copy of the draft minutes and given the opportunity to agree them or record their disagreement, which shall be noted in the final version of the minutes. The Secretary to the Board shall then be provided with a copy of the final version of the minutes and shall retain copies for reference and audit purposes.
12. If it is not possible for the members of the Remuneration Committee to hold a meeting, then decisions may be reached following discussions between members that have taken place via email and/or telephone. Within 2 weeks of the date of any decision taken in this manner, the Chair must produce draft minutes of these discussions that set out clearly the nature of the discussion, the resolutions voted on and the outcome of the vote. Each member shall be provided with a copy of the draft minutes and given the opportunity to agree them or record their disagreement, which shall be noted in the final version of the minutes. The Secretary to the Board shall be provided with a copy of the final version of the minutes and shall retain copies for reference and audit purposes.
13. The Chair shall circulate a draft agenda for each meeting at least a week before the meeting (referred to at paragraph 11 above) or the date upon which any discussions/decisions (referred to at paragraph 12 above) take place. The agenda should set out clearly the issues to be discussed and if at all possible the draft resolutions to be voted on.
14. The Remuneration Committee’s shall reach its decisions by formally voting on resolutions. The minutes referred to at paragraphs 11 and 12 above shall include full details of the resolutions voted on and the votes cast.
15. The meetings (referred to at paragraph 11 above) or discussions (referred to at paragraph 12 above) should not normally take place unless all members are present or participating. If a member is unavailable, meetings or discussion should if at all possible be postponed to enable
them to participate. In exceptional circumstances where an urgent decision has to be made, 2 members of the Committee can vote on a resolution in the absence of the 3rd member. Where this happens, the Chair must ensure the minutes set out in detail why it was necessary and the Board must be notified at the next Board meeting.

16. Members should strive if at all possible to reach unanimous decisions on payments. Should this not be possible a majority decision can be reached. Should circumstances arise where a vote is tied the Chair does not have a casting vote. In these circumstances, where an issue in dispute cannot be resolved by the Committee members it must be referred to the Board at the next Board meeting.

**Reporting to the Board**

17. At the AGM, the Chair of the Committee shall produce a short written report for the board summarising its activities over the previous 12 months. This should include the details of all resolutions voted on and the decisions taken.