



REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. PURPOSE/OBJECTIVES:-

- 1.1 The Remuneration Committee (the 'Committee') is established by the Board of Directors (the 'Board') of British Gymnastics (the 'Company') to assist the Board to determine and agree the broad policy for the remuneration of the Board Executive Directors and overall annual staff salary budget.

2. DUTIES & RESPONSIBILITIES

- 2.1 The primary duties and responsibilities of the Committee include:

- Establish the over-arching principles and parameters of remuneration policy on a Company wide basis;
- Given delegated authority to set individual remuneration arrangements for the Chief Executive Officer and other Board Executive Directors;
- Approve service contracts of the CEO and each Executive Director, including termination arrangements;
- Recommend and monitor the overall staff salary budget;
- Recommend NED letters of appointment

The Committee will be kept informed of the employee benefit structures (and any changes thereto) throughout the company.

3. COMPOSITION OF THE COMMITTEE

- 3.1 The Board is responsible for the appointment of members to the Remuneration Committee, for setting the term of members' appointments and for the revocation of any such appointments. The Board will seek recommendations from the Nominations Committee for positions on the Committee.

- 3.2 The Remuneration Committee shall comprise of the following personnel:

- Chairman (Chair)
- 2 x Non- Executive Directors
- Chief Executive Officer



The Chief Executive Officer shall normally be in attendance except when issues regarding his/her own remuneration are discussed.

- 3.3 The Committee shall be supported by the Head of Support Services on all HR matters..
- 3.4 The Remuneration 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 Company's expense, and to appoint and secure the attendance of external consultants and advisors if it considers this beneficial.

4. MEETINGS

- 4.1 The Remuneration Committee shall meet at least once a year or at such times as the Chair requires.
- 4.2 The quorum for meetings shall be 3
- 4.3 The agenda will be agreed by the Chair and distributed prior to each meeting.
- 4.4 Standing agenda items are;
- Remuneration for the CEO and Executive Directors
 - Service Contracts for the CEO and each Executive Director and NEDs
 - Performance Evaluation
 - Overall Staff Salary budget
- 4.5 The Committee will present a report to the Board following its meeting recommending the overall staff salary budget for the next financial year.

5. OTHER

- 5.1 The Chairman of the Committee shall be available to answer questions at the Annual General Meeting on remuneration issues with regard to the Board and generally on remuneration principles and practice.
- 5.2 The Committee shall undertake any other duties as directed by the Board.