



TERMS OF REFERENCE

The Human Resources (HR) and Remunerations Committee

1. Purpose of the HR & Remunerations Committee

- 1.1. The purpose of the HR & Remunerations Committee (The Committee) is to assist the Board of Directors in fulfilling its oversight responsibilities with regards to HR & Remuneration matters.

2. Authority and Accountability

- 2.1. The authority of the Committee is established by the Board. It reports to the Board. The Committee has the powers to:
 - 2.1.1. Take any decision on behalf of the organisation that is within the powers delegated to it by the Board.
 - 2.1.2. Seek any information it requires from any employee, consultant, committee, or panel members of the organisation in order to perform its duties and all such persons are directed to co-operate with any request made by the Committee.
 - 2.1.3. Obtain at the company's expense, outside legal or professional advice on any matter within its terms of reference (the CEO must sign off any expenditure ensuring there are sufficient funds)
 - 2.1.4. Have published in the organisation's annual reports any issues that cannot be resolved between the Committee and the Board.

3. Chair

- 3.1. At least one of the members of the Committee shall be an individual with significant HR and remunerations expertise and qualifications who shall act as Chair of the Committee. The Chair of the Committee shall be appointed by the Board.

4. Membership

- 4.1. Committee members shall be appointed by the Board in consultation with the Committee chair, for a period of two years but shall be subject to annual review.
- 4.2. The Committee shall comprise of no less than two non-executive directors and one other member who may be either;
 - 4.2.1. a non-executive director appointed by the Board; or
 - 4.2.2. an independent person with relevant legal and governance experience who is co-opted by the Committee for such term as is required.
- 4.3. These shall be the full members of the Committee.
- 4.4. Attendance of non-members of the Committee shall be by invitation only.
- 4.5. The CEO will attend the meetings.
- 4.6. A member of the Committee shall act as secretary and shall produce and circulate draft minutes of each meeting.

5. Duties

- 5.1. The HR and Remunerations, Committee shall carry out the following tasks and such other tasks as shall be referred to it by the Board:
 - 5.1.1. Review and develop the strategy and philosophy being applied by the organisation in remunerating staff to ensure alignment and proportionality that supports strategy and promotes long term sustainable success.
 - 5.1.2. Consider and monitor staffing requirements necessary to ensure that they are appropriate to the delivery of the IHUK strategic goals and operational needs, aligned to purpose and values.
 - 5.1.3. Reviewing and approving any changes to staff remuneration proposed by the CEO
 - 5.1.4. Ensuring that the appropriate HR policies, practices, and procedures are in place and operational and reviewing each of these according to the review schedule.
 - 5.1.5. Review the IHUK HR risks on a quarterly basis.
 - 5.1.6. Receive reports, consider, and advise the Board on any employment issues potentially affecting the reputation of IHUK.
 - 5.1.7. Review the “whistle-blowing” policy and arrangements put in place by IHUK for staff to ensure the process is robust and properly managed;
 - 5.1.8. Determine on behalf of the Board matters of policy over which IHUK has authority relating to the operation of the pension arrangements and other benefits provided to current or former executive directors.
 - 5.1.9. Ensuring that contractual terms on termination, and any payments made, are fair to the individual, and IHUK, that failure is not rewarded and that the duty to mitigate loss is fully recommended.
 - 5.1.10. Deal with any other matters referred to it by the Board.
- 5.2. The Chair of the HR Committee, the Chair of the Finance Committee and the Chair of the Board shall be responsible for reviewing and approving the remuneration of the CEO.

6. Procedure

- 6.1. The Committee shall meet at least four times a year and otherwise as required.
- 6.2. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda, shall be forwarded to each member of the Committee and any other person required to attend, by email no later than 7 days before the meeting, unless otherwise agreed by the Committee Chair.
- 6.3. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- 6.4. A person may participate in a meeting of the Committee by telephone, video conferencing, or other similar equipment provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting.

7. Quorum

- 7.1. The quorum necessary for the transaction of business shall be three Committee members, at least two of whom shall be non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to implement all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

8. Minutes of meetings

- 8.1. The secretary will minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 8.2. The secretary will circulate and produce draft minutes of all meetings to Committee members within 7 working days of the meeting. They will also maintain an action log and circulate with the agreed minutes to the Board.
- 8.3. The secretary shall ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
- 8.4. Decisions taken by the Committee will be reported to the following meeting of the Board and the Committee shall make a short report to each meeting of the Board.

9. Decision making

- 9.1. Decisions of the Committee shall usually be agreed by consensus, but where a vote is required, a decision will require a majority, which shall be greater than fifty per cent (50%) of the available votes at that meeting and this majority must include the votes of at least two non-executive directors.
- 9.2. Voting shall be on a show of hands and each member of the Committee shall be entitled to one (1) vote.
- 9.3. If the numbers of vote for and against a proposal at a meeting of the Committee are equal, the Chair of the meeting shall not have a casting vote and the matter shall be referred to the Board.

10. Reporting

- 10.1. Minutes of each Committee meeting will be shared with the Board. Decisions taken by the Committee will be reported to the following meeting of the Board and the Committee shall make a short report to each meeting of the Board.

11. Terms of Reference and Committee Effectiveness

- 11.1. The Committee's terms of reference, membership and effectiveness will be reviewed biannually by the Board and the Committee.



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IHUK – Terms of Reference: HR & Remunerations Committee	
Policy Number	
Approved by the HR & Remunerations Committee	15 January 2024
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