



Active Lancashire Limited

NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD

TERMS OF REFERENCE

Constitution and Membership

1. The Nomination and Remuneration Committee ("the Committee") shall be appointed by the Board. It is a Non-Executive Committee and has no powers, other than those specifically delegated in these Terms of Reference. The Committee having a majority of Independent Non-Executive Directors to provide independent and objective scrutiny shall consist of not less than four and not more than six Directors, at least one of which must be the Lancashire Director (as defined by the Company's Articles of Association).
2. The Committee shall appoint one of its Independent Non-Executive members as Chair, with the Chair of the Board an ordinary member.
3. When the group acts as nomination committee the group will be Chaired by the Chair of the Board.
4. The Board Safeguarding Lead will also be a member of this Committee.
5. The quorum for the Committee shall be three Directors of which at least one must be a Lancashire Director. If the meeting is not quorate the meeting can progress if those present determine. However, no business decisions shall be transacted and items requiring approval may be approved virtually by members and ratified at the subsequent meeting of the Committee.
6. The Committee will be run in accordance with the Board's Code of Conduct and Values.
7. Any new member joining the Committee is provided with a copy of its terms of reference and receives an induction in relation to the Committee.

Purpose

The Committee leads the process for Board appointments. This includes evaluating the Board's current capability against an agreed skills matrix, and, in light of this evaluation, agreeing a description of the role and capabilities required for a particular appointment.

Meetings

1. Other Directors and Officers of the Company may attend meetings at the invitation of the Committee.
2. The Company Secretary shall be Secretary of the Committee.

Frequency of meetings

1. The Committee shall meet at least three times per year or as required.

Functions of the Committee

1. The Committee has delegated authority to, where appropriate in accordance with the Company's Articles, recommend to the Member(s) of the Company on behalf of the Board:
 - a. Changes to the Company's staffing structure or establishment;
 - 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 Directors of the Board;
 - d. the arrangements for the recruitment and selection of the Chair, Chief Executive and other Senior Executives of the Company;
 - e. review the Terms and Conditions of the Chief Executive and any other Executive Manager's employment and make recommendations to the Board for consideration and decision making;
 - f. the basis and terms on which the employment of the Chief Executive and any other Executive Manager is terminated and any disciplinary issues relating to the Chief Executive or any Executive Manager;
 - g. the Company's Human Resources related Policies and Procedures (including any schemes and arrangements relating to expenses and hospitality etc);
 - h. any delegation of Human Resources functions and/or issues to the Company's Chief Executive and/or Executive Managers;
 - h. any complaints, grievances etc, of any employees or third parties against the Chief Executive and to deal with any appeals under Company HR Policies and Procedures against decisions of the Chief Executive;
 - i. the Recruitment and Nominations for new Board members. To annually review the structure, size and composition of the board of directors and to make recommendations for change, where appropriate. To evaluate the balance of skills, knowledge and experience of the board of directors and, in the light of this evaluation, prepare a description of the role and capabilities required for the appointment of executive directors and the chief executive;
 - j. Succession planning, taking into account the future challenges, risks and opportunities facing the Charity and the skills and expertise required on the Board to meet them.
 - k. to consider any other matters referred to it by the Board.

Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain any outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience if it considers this necessary or advantageous for its work.

Minutes

The Minutes of Meetings of the Committee shall be submitted to the Board for information and the Chair (or other members) of the Committee shall answer any questions thereon.

Attendance

The Board or Committee may invite any persons they see fit to attend all or part of any meeting of the Committee.

Meetings of the Committee shall be called by the Company Secretary, Chair of the Board, or Chair of the Committee.

Monitoring Effectiveness and Review

1. The Committee will provide an annual report outlining the activities it has undertaken throughout the year.
2. A survey will be undertaken by the members on an annual basis to ensure that the terms of reference are being met and where they are not either; consideration and agreement to change the terms of reference is made or an action plan is put in place to ensure the terms of reference are met.
3. The Committee Chair will meet with the Chair of the Board at least annually.
4. The terms of reference will be reviewed and approved by the Board of Directors on an annual basis.

Approved by the Board of Directors:



Brian Cookson
Board Chair