 <b>YOUTH SPORT TRUST</b>	<b>Terms of Reference</b>	Document Number: YSTBToR03
	Youth Sport Trust (YST) Nominations, Governance & Remuneration Committee	Document Owner: F&G Director Version number: 5 Updated: April 2022 Review by: March 2026

## 1. Purpose

The Nominations, Governance & Remuneration Committee (the Committee) is a Committee of the Board of Directors (the Board) of Youth Sport Trust (YST) from which it derives its authority and to which it regularly reports. The terms of reference are approved by the Board.

The Committee carries three core responsibilities:

- it leads the recruitment process of the Chair, CEO and Board Directors
- it oversees and monitors YST's governance framework and Board membership
- It determines the remuneration of Senior Leadership Team members and provides guidance on annual increments for YST staff.

## 2. Membership and attendance


- 2.1. The Committee shall be composed of at least three members, all independent non-executive Board Directors.
- 2.2. The Committee shall be chaired by the Chair of the Board (except when it is dealing with the appointment of a successor to the Chair, when it shall be chaired by an independent, non-executive Board Director).
- 2.3. The Board shall appoint the Committee members and any deputy to the Chair. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect a member to chair the meeting.
- 2.4. Only Committee members have the right to attend Committee meetings. However, other individuals such as the Chief Executive or Head of Compliance & Governance may be invited to attend for all or any part of the meeting, as and when appropriate and necessary.
- 2.5. Membership of the Committee will be reviewed on an annual basis at the Board's AGM, to ensure that it is regularly refreshed and does not rely too much on particular individuals.

## 3. Quorum and proceedings at meetings

- 3.1. The quorum for the Committee meetings shall be two members (including the Chair). A duly convened meeting of the Committee at which the quorum is present shall be competent to exercise all or any of the authorities and duties vested in or exercisable by the Committee.
- 3.2. The Committee meets at least five times a year, or more frequently if required and at other times when the Chair of the Committee requires. A Committee member may also call additional meetings as necessary.
- 3.3. The Committee may delegate any of its powers to one or more of its members.
- 3.4. Any member shall count towards the quorum and meetings may be partially or entirely held by telephone, video conference or other electronic means.

## 4. Agenda and Minutes

- 4.1. Meeting agendas will be prepared by the Chair in conjunction with the Chief Executive and circulated to all members of the Committee no later than a week before the meeting.
- 4.2. Minutes will be taken by the Head of Compliance & Governance or nominated person attending the meeting.

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- 4.3. The minutes of meetings of the Committee shall be circulated to all members of the Committee and to nominated recipients as soon as practicable after the meeting. The minutes may also be circulated to all members of the YST Board, as determined by the Chair.

## Duties

### 5. Nominating and Succession


The Committee shall:

- 5.1. Be responsible for the succession planning for the Chair, Chief Executive and Board Directors, taking into consideration the challenges and opportunities facing the charity, and the skills and expertise needed on the Board for the future.
- 5.2. Be responsible for the preparation of job specifications and stating the time commitment expected.
- 5.3. In identifying suitable candidates:
  - 5.3.1. use open advertising or the services of external advisers to facilitate the search;
  - 5.3.2. consider candidates from a wide range of backgrounds; and
  - 5.3.3. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, taking care that appointees have enough time available to devote to the position.
- 5.4. Be responsible for identifying and nominating for the approval of the Board, candidates to fill Chair, Chief Executive and other non-executive vacancies, including the Senior Independent Director (SID), Equality & Diversity Champion and the Welfare & Safety Lead, as and when they arise.
- 5.5. Prior to the appointment of any member of the Board (including the Chair), the proposed appointee should be required to:
  - disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest; and
  - provide a declaration of good character
- 5.6. Work and liaise as necessary with all other Board committees.

### 6. Governance

To oversee and monitor YST's governance. In particular to:

- 6.1. Keep under review YST's governance framework so that it continues to be fit for purpose to meet YST's business and organisational health goals (including simplicity and empowerment) and is consistent with YST's approach to risk.
- 6.2. Review the results of the Board performance evaluation process that relate to the composition of the Board.
- 6.3. Consider proposals from the Director of Finance and Governance and the Company Secretary on:
  - 6.3.1. The role of the Board and its main Committees;
  - 6.3.2. The corporate governance framework;
  - 6.3.3. Scheme of delegation and authority levels; and
  - 6.3.4. Reserved powers.

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- 6.4. Conduct a four-year review of all Board documents including terms of reference and other policies of the Board and its committees to ensure compliance with current laws.
- 6.5. Serve as an escalation point for the Director of Finance & Governance on any relevant concerns and hold the Director of Finance & Governance accountable for the effective implementation and on-going performance of YST's governance framework.

**7. Remuneration**

The Committee shall:

- 7.1. Recommend and monitor the level and structure of remuneration for senior management.
- 7.2. In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements.
- 7.3. When setting remuneration policy for executive directors, review and have regard to pay and employment conditions across the company, especially when determining annual salary increases.
- 7.4. Review the on-going appropriateness and relevance of the remuneration policy.
- 7.5. Obtain reliable, up-to-date information about remuneration in other charities of comparable scale and complexity.
- 7.6. Provide guidance on general increases to be implemented for all YST staff.
- 7.7. Work and liaise as necessary with all other Board committees.

**8. Reporting responsibilities**

- 8.1. The Committee Chair shall formally report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where Board approval is needed.

**Amendment Log**

Date	Change	Made by	Approved by
Nov 2017	First Issue	Surinder Sihra	Ali Oliver
30.03.18	Amendments in accordance with Code for Sports Governance(CfSG)	Janette Massey	Surinder Sihra
20.06.18	Added 2.3 and amended 2.4 to comply with clause 1.26 of CfSG	Janette Massey	Surinder Sihra
28.04.20	General review: added review date, combined previous clauses 2.1/2.2, added new clauses 2.6/3.5	Janette Massey	NGR Committee
April 2022	General review and amendments in line with the new Code for Sports Governance	Janette Massey	YST Board