

NATIONAL CENTRE FOR CIRCUS ARTS

REMUNERATION AND NOMINATIONS COMMITTEE

Approved by the Board on 26 January 2016

Revised: 25 March 2020, approved by the Board 20 October 2020

Further revised: 25 February 2021, approved by the Board 1 April 2021

1. The Remuneration and Nominations Committee (“the Committee”) is a committee of the National Centre for Circus Arts (“National Centre”) Board of Trustees (“the Board”), from which it derives its authority and to which it shall regularly report.

Purpose

2. Provide a forum for detailed discussion of matters within its remit.
3. Make recommendations to the Board following those discussions.
4. Provide support and advice to the Senior Management Team on relevant executive level decisions.

Terms of Reference

In respect of nominations

- a. Reviewing annually the balance of skills and experience on the National Centre Board of Trustees, and the diversity of its membership, and report its findings to the Board;
- b. Advising and supporting the Chair on succession planning for Members of the Board;
- c. Advising the Chair on the selection process for Members and recruitment to the Board, making nominations where appropriate;
- d. Advising the Board on succession planning for the SMT taking into account what skills and experience are needed to deliver the business plan;
- e. Reviewing periodically the arrangements underpinning the National Centre’s talent management and promotion practice;
- f. Providing a member of the Committee to sit on the Selection Panel in the event of an external recruitment for an SMT Member.
- g. The committee has no responsibility for appointing, employing or dismissing executives or directors.

In respect of remuneration:

- h. Reviewing the ongoing appropriateness and relevance of the remuneration policy for SMT members and any changes to remuneration of individual SMT members, having regard to the CUC Higher Education Senior Staff Remuneration Code;
- i. Reviewing and noting annually the remuneration trends across the National Centre using benchmarking information from the sector;
- j. Overseeing any major changes in employee reward and benefits structures throughout the National Centre;

- k. Recommending to the Board the level of annual (inflationary) pay rise for Finance Committee to consider in the budget;
- l. Advise on the remuneration of any other National Centre staff referred to the Committee by the Board;
- m. Establishing the selection criteria, selecting, appointing and setting the terms of reference for any consultants who may be engaged to advise the Committee;
- n. Obtaining reliable, up-to-date information about remuneration in other organisations to assist the Committee's work.

Members

- 5. Members of the Committee will be appointed by and from the Board. There will be a maximum of five members.
- 6. Members who are absent from three or more consecutive meetings of the Trustees (either a full Board meeting or subcommittee meeting); or from more than 50 per cent of the meetings of the Trustees in any 12-month period will need to be reappointed by the Board.
- 7. The Chair of the Board cannot be the Chair of the Committee, although he/she may be a member of the Committee.
- 8. Other members may be appointed to the Committee from outside the Board if they have skills and experience that is needed; external members may not constitute more than fifty percent of committee membership.
- 9. Appointments will be initially for three years with the possibility of reappointment for one further three-year term.

Quorum

- 10. The quorum necessary for the transaction of business is three. A duly convened meeting of the Committee at which a quorum is present are able to exercise all or any of the authorities, powers and discretions of the Committee. If the meeting is inquorate decisions cannot be made and any discussions will be informal. The Committee Chair may then decide to call a special meeting to undertake the remaining business.

Meetings

- 11. Meetings will usually be held four times in each year at appropriate times in the reporting cycle. Meetings can be called at other times if required by the Chair of the Committee or Chair of the Board.
- 12. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and related papers, will be forwarded to each Committee member, any other person required to attend and all Board members no later than five days before the meeting.

Chair

- 13. The Chair of the Board will appoint one of the other members of the Board as Chair of the Remuneration and Nominations Committee ("the Chair"). The Chair of the Board cannot be the Chair of the Committee. In the absence of the Chair, the remaining members should elect one of themselves to chair the meeting.

Attendance at meetings

14. Only members of the Committee have the right to attend Committee meetings. Other individuals may be invited to attend all or part of any meeting as appropriate. The CEO, other members of SMT, staff and external advisers may be invited to attend all or part of any meeting as and when appropriate. Non-members may be asked to leave any meeting or part of a meeting. SMT members and staff should not attend when their remuneration is reviewed

Access to the Chair

15. The Chief Operating Officer will have free and confidential access to the Chair.

Secretarial support

16. The Committee will have access to sufficient resources in order to carry out its duties. This will include the support of a note taker with responsibility for arranging meetings, drafting agendas in consultation with the Chair and CEO or COO, commissioning and circulating papers, maintaining Committee records including taking minutes and supporting Committee business that may fall outside meetings.

Minutes

17. Committee proceedings, decisions and actions required from all meetings will be minuted and will include a record of the names of those present and in attendance.
18. Any potential conflicts of interest must be identified at the start of each meeting and recorded in the minutes. Each member has a duty to notify any circumstance which may constitute a conflict of interest to the Chair before the meeting to enable a decision to be made as to what procedure should be adopted to limit the member's participation in the meeting in respect of the agenda item(s) which gives rise to the conflict or potential conflict.
19. Draft minutes will be circulated initially to the Chair of the committee and then to Committee members for approval. Minutes will be circulated to all trustees as part of a pack of information prior to a board meeting unless a conflict of interest or a matter of confidentiality exists.

Disclosure

20. The National Centre Trustee Report within the annual accounts will describe the role, responsibilities and composition of the Committee. Membership of the Committee will be available on the National Centre's website.

Training

21. The National Centre will make resources available to provide Committee members with appropriate training, with an induction process for new members and ongoing training as appropriate for existing members.

Conduct

22. The same expectations for conduct as set out in the Code of Conduct for the Board apply to all members of the Board's Committees.

Scope of delegated authority

23. The Committee is a committee of the Board to which it reports on a regular basis.
24. The Committee's authority extends to all relevant matters (as set out in these Terms of Reference) relating to National Centre business.
25. The Committee is authorised by the Board to investigate any matters within its Terms of Reference and to seek any information it requires from any Board Member or employee of the National Centre in order to carry out its duties.
26. The Committee may obtain any external legal or professional advice it considers necessary to perform its duties. Any expenses must be approved by the Board and will be paid by the National Centre for Circus Arts.

Reporting responsibilities

27. Following a meeting of the Committee, the Chair will provide an oral report on Committee proceedings at the next Board meeting. The minutes of Committee meetings will be circulated to all Board members in advance of Board meetings to enable the Board to discuss items where appropriate.
28. The Committee will make whatever recommendations to the Board it considers appropriate on any area within its remit where action is required.
29. The Committee Chair will be available to answer questions arising from the activities of the Committee from key stakeholders e.g. Arts Council England, the Conservatoire of Dance and Drama, investors and partners.

Other matters

30. The Committee will:
 - Review its own Terms of Reference annually and recommend to the Board any amendments it considers necessary.
 - Regularly review its own skills mix to ensure it is appropriate to the Committee's duties.
 - The Committee will assess its own performance and effectiveness annually as part of an ongoing Board evaluation exercise.
 - A bi-annual effectiveness review will be carried out by the Audit Committee.