

Remuneration Committee

Terms of reference

December 2022

Purpose

To oversee application Cycling UK's pay strategy and policy as it applies to the recruitment and remuneration of the chief executive, and where required, other Senior Leadership recruitment on behalf of the Board.

Authority

The committee is appointed by, and responsible to, Cycling UK's Board. Its decisions are subject to the Board's approval, except where it is specifically given delegated authority. The committee will produce a written report on its work and recommendations to Board meetings as required and flag up urgent issues to Trustees between meetings where appropriate.

Responsibilities

1. Have responsibility for setting, monitoring and reviewing the remuneration for the CEO, including pension rights and any compensation payments in line with Cycling UK's pay policy.
2. The Committee may, as necessary, make recommendations on pay for other senior leaders where proposed salary levels are exceptional and are outside of policy either on appointment or as arising through the application of the pay strategy and policy. No Director or manager shall be involved in any decisions as to their own remuneration.
3. In determining remuneration levels, take into account all factors which it deems necessary, including relevant legal and regulatory requirements, the provisions and recommendations of governance codes and associated guidance. Decisions on final remuneration levels shall be designed to support the long-term strategy and purpose of the charity in the interest of all stakeholders including members, workers, customers, suppliers and wider society.
4. As necessary, review the role description and salary proposals on recruitment of the CEO and senior leadership roles in line with the pay strategy. Completing and overseeing the recruitment and appointment of the CEO as necessary.

Membership of the Remuneration Committee

- The Committee will comprise the four chairs of the other Cycling UK committees. The chair of the Board will chair the Remuneration Committee and the quorum is three.
- Only members of the committee have the right to attend committee meetings. However, individuals such as CEO and/or the Director of organisational effectiveness and finance, Head of human resources and external advisers may be invited to attend for all or part of the meeting, as and when appropriate and necessary.

Meeting Management

- The Remuneration Committee will meet annually as a minimum and on an ad-hoc basis as required.
- The agenda and papers will be circulated at least five days before the meeting.

*Approved by the Board
15 December 2022*