

Opportunity to Join Governance Sub- Committee

Introduction

Disability Sport Wales (DSW) is looking for an independent co-opted expert from the field of Human Resources to join their newly created Governance Sub Committee. If you work in a HR environment and are able to spare some time to provide feedback and guidance related to HR matters, then we would love to hear from you.

For more information on the aim, vision and of Disability Sport Wales please go to <https://www.disabilitysportwales.com/about/>

The Terms of Reference for the Governance Sub Committee are outlined below:

FDSW Governance subcommittee Terms of Reference

Reference to “the Committee” shall mean the Governance subcommittee.

Reference to “the Board” shall mean the Board of Trustees for the Federation of Disability Sport Wales

1. Membership and attendance

- 1.1. The Committee shall be appointed by the Board and shall comprise of a Chair and at least two other FDSW Board members.
- 1.2. All other members of the Committee shall be independents (maximum two) who are considered by the Board to be independent of management and free from any business or other relationship which could interfere with the exercise of their independent judgment.
- 1.3. The Board shall appoint the subcommittee Chair.
- 1.4. The subcommittee may co-opt additional members as they think fit to provide specialist independent advice, provided that any member so co-opted must also be fully independent of management and free from any business or other relationship which could interfere with the exercise of its independent judgment.
- 1.5. The subcommittee may ask the Chair and Executive Director and any relevant senior management to attend meetings either regularly or by invitation, but the invitees have no right of attendance.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.
- 2.2. In the case of it being inappropriate for the Company Secretary to be present at the meeting, a member of the subcommittee shall act as the Secretary of the Committee

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the subcommittee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.2. Meetings may also be held by telephone or video conference.

4. Frequency of meetings

- 4.1. The subcommittee shall meet not less than two times per year at such times as the Chair of the subcommittee shall require.

5. Notice of meetings

- 5.1. Meetings of the subcommittee shall be convened by the Secretary of the subcommittee at the request of any member thereof.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the subcommittee and any other person required to attend in advance of the date of the meeting.

6. Minutes of meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all meetings of the subcommittee, including recording the names of those present and in attendance.
- 6.2. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3. Minutes of the subcommittee meetings shall be circulated promptly to all members of the subcommittee in advance of the next meeting

7. Annual General Meeting

- 7.1. The Chair of the subcommittee shall attend the Annual General Meeting prepared to respond to any members questions on the subcommittee's activities.

8. Duties

8.1. Remuneration

- 8.1.1. To make recommendations to the Board on the company's policy on executive remuneration, including determining specific remuneration packages and terms of employment (including pension rights) and determining any performance incentive arrangements for executive staff if appropriate.

8.2. Nomination

- 8.2.1. To nominate, for approval by the Board, candidates for appointment to the Board
- 8.2.2. To vet and approve recommendations from the Executive Director for the appointment of senior executives

8.3. Implementation of policies and frameworks

- 8.3.1. The subcommittee will seek to ensure that the remuneration of executive staff (consisting of basic salary, pension benefits and benefits in kind, when appropriate) will be competitive with those in other comparable organisations to attract high calibre individuals with relevant experience
- 8.3.2. The subcommittee will check the governance implications of FDSWs engagement with Frameworks for assessment from other organisations and may seek further information from advisors in this capacity

8.4. Personal review of Chief Executive Officer

- 8.4.1. The subcommittee will, on an annual basis, and in association with the Chair to the FDSW Board, review the performance of the CEO in achieving agreed personal objectives.
- 8.4.2. The subcommittee may, if appropriate, make recommendations to the FDSW Board on matters relating to the personal performance of the CEO
- 8.4.3. The CEO will discuss at least once per year the performance of Senior Executive staff following their review with the subcommittee

9. Authority

9.1. The subcommittee is authorised to:

- 9.1.1. seek any information it requires from any employee of any company within the Group in order to perform its duties;
- 9.1.2. obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference; and
- 9.1.3. call any member of staff to be questioned at a meeting of the subcommittee as and when required.