



Performance and Remuneration Committee

Terms of Reference



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1. Purpose

The Performance and Remuneration Committee ('PRC') is established to make recommendations to the Board on the remuneration packages and terms of employment of the RKC Chief Executive, the members of the Executive team and the Secretary, to set annual objectives for the Chief Executive and to review and appraise the performance against those objectives, to satisfy itself that there are suitable objectives in place for all the Executives and the Secretary and to have oversight of any restructuring of the senior leadership team.

2. Key activities and responsibilities

The PRC will undertake the following:

- a. To recommend to the Board the remuneration packages and terms of employment of the Chief Executive, members of the Executive team and the Secretary.
- b. To review any termination payments for the Chief Executive, members of the Executive team and the Secretary, satisfying itself that a suitable exit interview process is in place.
- c. To set annual objectives for the Chief Executive, based on the annual Corporate Plan recommended by the Business Committee and approved by the Board.
- d. To undertake an annual appraisal against the prior year's objectives.
- e. To review performance against those objectives at its scheduled meetings.
- f. To satisfy itself that there are suitable annual objectives in place for the Executives and the Secretary taking into consideration performance gaps within the operation.
- g. To approve any proposals for significant restructuring of the RKC's senior leadership structure comprising the Chief Executive, the Executive and the Secretary.

3. Delegated authority from Board

The PRC has delegated authority from the Board to carry out its purpose, activities and responsibilities.

4. Composition

The PRC shall consist of 4 Directors comprising the Board Chair, the Board Vice-Chair together with two other Directors selected by the Board having satisfied itself that those directors have the necessary skillset. If there is a director with portfolio then he or she should be given preference.

The Board Chair shall serve as the PRC Chair and will conduct all one-on-one meetings with the Chief Executive. The Chair's monthly meetings with the Chief Executive will include discussing annual objectives, to enable the PRC to receive updates at its scheduled meetings.

5. Committee processes

The Board confirms the Chair and the Vice-Chair annually.

All other Directors shall serve for 3-year terms.

The Directors will be eligible for re-election for a maximum of 3 terms of 3 years.

The Chief Executive may attend PRC meetings or parts of PRC meetings at the Chair's invitation. Other members of the Executive will not participate in this PRC.

The role of PRC members is to:

- a. Support the Chair to ensure the PRC works effectively and fulfils its Terms of Reference
- b. Contribute to a culture of integrity and respect, a collegiate atmosphere and to engender high-level debate
- c. Navigate politically sensitive situations
- d. Uphold the highest standards of integrity and probity
- e. Ensure the voices of everyone in the meetings are heard and respected

6. Meeting frequency

- a. The PRC shall meet 4 times per year, with additional meetings scheduled as needed.
- b. Meetings may be conducted in person, virtually, or a combination of both. Where possible the PRC will meet in person on the day of a scheduled Board meeting.
- c. A quorum shall be achieved with the presence of at least 75% of the PRC members one of which must always be the Chair.

A meeting agenda template is appended. ([Appendix 1](#))

7. Reporting and accountability

Members of the PRC shall maintain the confidentiality of sensitive information discussed during meetings.

8. Decision-making process

The PRC will strive to make decisions by consensus. On occasions where it is necessary to have a vote, a simple majority will be required to carry a motion. In the case of equal votes for and against a motion, the Chair shall have a casting vote.

9. Resourcing

The PRC shall not have a budget for its own use.

10. Definition of group names

The PRC shall be a non-sporting committee formally established in the Rules of the Royal Kennel Club. It will report and be accountable to the Board of Directors.

Appendix 1: Meeting Agenda Template

1. Chairperson's Opening Remarks:
 - a. Confirm quorum
 - b. Declaration of any conflicts of interest
2. Review of Previous Meeting Minutes:
 - a. Confirmation and approval of minutes and actions from the last meeting
3. Specific business i.e. approval of a specific remuneration package/annual salary reviews etc.
4. Performance
 - a. Overview and discussion of current quarter's objectives and progress
5. Recommendations for adjustments or enhancements to annual appraisal
6. Other Business:
 - a. Any additional items brought forward by Committee members
7. Next Steps and Action Items:
 - a. Assigning tasks and responsibilities
 - b. Setting deadlines for action items
 - c. Next meeting date and time