

Tennis Ireland Remunerations Committee Terms of Reference:

Approved by Tennis Ireland Board on 8th September 2018



Terms of Reference

Tennis Ireland Remuneration Committee

This document describes how the Tennis Ireland Remuneration Committee is constituted within Tennis Ireland and the roles and responsibilities of the Committee.

It also details some operational procedures as to how the Committee should conduct its business.

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Terms of Reference

Tennis Ireland Remuneration Committee

The following Terms of Reference may be subject to alteration or amendment at any time by resolution of the Tennis Ireland Board.

1. Composition of the Committee

The Remuneration Committee shall consist of the Finance Portfolio Director, at least one Representative Director, at least one other Portfolio Director and the President of the organisation.

Members of the Committee shall hold office from the Tennis Ireland AGM until the conclusion of the following AGM.

Should a vacancy arise on the Committee then the Board shall appoint a qualified person to fill the vacancy for the remainder of the vacant position's term.

2. Quorum

The quorum for the transaction of the business of the Committee shall be the number of members present in person and entitled to vote which equals 50% plus one of the total number of appointed Committee members. Accordingly, for a Committee of four appointed persons the quorum is three.

3. Communication & Authority Structure

The Committee is a sub-committee of Tennis Ireland and reports directly to the Board through the Chairman of the Board, copying the Company Secretary.

The Committee shall report to the Board in writing.

The Committee must keep a record of all meetings and decisions and provide reports and/or information to the Board within ten days of meetings. Such reports will include information about confirmed positions and the process of nominations.

4. Role

As per Article 32 (b) The role of the Remunerations Committee is to fix levels of remuneration at levels sufficient to attract, retain and motivate employees of the quality required to run the Company successfully and to review remuneration levels on an ongoing basis. In doing so, the Remuneration Committee should have regard to arrangements in other similar organisations and any other relevant factors

In carrying out that role, the Committee shall:

- Be responsible to the Board for reviewing and determining the Company's policy on remuneration and severance, across the Company;
- Determining the remuneration package of the CEO, including, where appropriate, bonuses, incentive payments and other benefits;

- Approve the individual remuneration package of each member of the Senior Executive, following a recommendation from the CEO, including, where appropriate, bonuses, incentive payments and other benefits;
- Demonstrate that the CEO and Executive remuneration is set by a committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the sport and the financial health of the organisation;
- Determine severance pay and terms in respect of any executive departure, and
- In framing remuneration policy and terms, have regard to remuneration packages from other comparable sporting associations. External advice will also be sought from time to time to compare Tennis Ireland's levels of remuneration compared with other relevant commercial entities to enable benchmarks to be set.

5. Operational Matters

The Committee shall meet as often as required to fulfil its objectives. Meetings may be conducted by means of conference telephone or other electronic means whereby all persons participating in the meeting may hear each other speak.

The Committee members including shall be entitled to claim mileage and subsistence expenses from their respective branch during their time in office pursuant to standard Tennis Ireland Board policy on expenses.

Accommodation expenses must be approved in advance through the Tennis Ireland office who will handle all bookings.