Tennis Ireland (“The Company” or “TI”)

Terms of Reference (ToR) for Tennis Ireland Remuneration and HR Committee

(“The Committee”)

Current Version Number	Last Date Of Update	Person Responsible For Drafting	Board Sub Committee Responsible	Review By Governance Committee	Reason for Update	Policy Type	Material Changes : Y/N
01.202504	8th Sept 2018	RReid	As Above	Yes	Expanded Committee	A	Y
Approved by the Board	29th. April, 2025						

1. Purpose

Tennis Ireland (TI) is the National Governing Body (NGB) of tennis in Ireland. These ToRs describe the role of the Sub Committee as a sub-committee of the Board of TI (the Board) pursuant to clause 32 of the Constitution of Tennis Ireland, and further the expected deliverable of the Executive Function of Tennis Ireland (the Executive).

The Committee has an important role in ensuring that the Executive of TI is adequately resourced and remunerated with both fairness, and strategic alignment. By overseeing remuneration structures and executive resources, the Committee ensures the Executive is attracting and retaining sufficient talent, fostering a high-performing leadership team and is planning for succession. It ensures that TI is resourced sufficiently and sustainably, that compensation is competitive and reflective of industry standards, while also supporting long-term organisational goals. Ultimately, the Committee plays an important role in maintaining integrity, efficiency, and excellence within the organisation's management framework.

In this regard the Committee shall function with the same obligations of the Board observing among other items Confidentiality and the need for the Board to govern and the Executive to manage.

For the purpose of these ToRs, a Senior Executive is any person that regularly reports to the Board or earning in excess of €50,000 inclusive of benefits per annum.

2. Objectives

The Committee will ensure the following:

a. Review remuneration levels to ensure fairness, competitiveness, and sustainability by
    i. Reviewing the Company's policy on remuneration,
    ii. Determining the remuneration package of the CEO, including, where appropriate, bonuses, incentive payments and other benefits;
    iii. Approving job specifications of Senior Executive hires and their proposed remuneration
    iv. Approve the severance pay and terms in respect of any executive departure, pursuant to CEO recommendation.
    v. Approving amendments for any Senior Executive being
        i. Material changes in title/ responsibility
        ii. Increases in excess of €2,500, (following a recommendation from the CEO, including, where appropriate, bonuses, incentive payments and other benefits.
    vi. Reviewing annually in a single process pursuant to CEO presentation
        i. The Organisation chart, including roles, responsibilities, effectiveness and senior executive KPIs and succession planning as presented by the Executive.
        ii. Remuneration packages typically as a single process, post-performance review, of all executives during the first half of the year and awards / changes less than €2,500 will just be noted to the Committee

iii. Approving material changes to Employee Handbook, noting material exceptions to same, upon recommendation by the Executive typically including matters such as:
   - Safeguarding
   - Mandatory retirement:
   - Remote working policy
   - Work hours
   - Exit interviews
   - Dignity in the workplace
   - Performance and Salary review process
   - Whistleblowing

vii. Demonstrating 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

viii. Approving proposed personnel budget into overall budget: the entire budget itself still subject to Board approval.

b. Agreed Executive Key Performance Indicators: Recommending key Executive KPIs to the Board, as presented by the Executive
c. Receiving the exit interview of any departing Full time or Part Time Executive and the results of any staff survey.
d. Agreeing core metrics to be included in Board packs re the HR function

3. Membership

The Chair of the Committee shall select from among the Board, such members that display a variety of perspectives and skillsets appropriate to the Committee.

The Committee shall consist of the following Members:

a. A Chairperson being a member of the Board
b. The Chair of the Finance Committee or Portfolio Finance Director
c. The Performance, and Communications, Portfolio Directors
d. As required, an external Adviser, or advisers, providing expert advice with recognised credentials, appointed by the Chair to assist the Committee
e. A person, or persons, nominated by the Inter Branch Forum (IBF) to provide input from the IBF and, preferably, a director of TI, or attendee at the Board.

The CEO of TI shall, together with such relevant members of the Executive as the CEO deems appropriate, or as requested by the Chair of the Committee, shall attend and present at the Committee meetings and, thereafter, only the Committee shall discuss matters, without the Executive in attendance.

4. Quorom

a. A quorum shall be 3 members of the Committee
b. Where the Chair is not available the Chair shall appoint another director of TI as Chair on a temporary basis notifying the Chair of the Board.
c. The Chair shall determine the Attendees required to progress a meeting.

5. Meetings And Reporting

a. The meetings may take place in person or via Teams.
b. All reports and proposals to the Committee, together with an agenda and proposed Attendees, will be delivered no later than 5 working days prior to a meeting. They shall be taken as read.
c. The sub-committee will meet at least 2 times a year or on such frequency as the Chair determines, and may agree matters via email decision
d. Voting shall be a majority of the Members, correctly appointed and entitled to vote
e. The Decisions and Recommendations of the Committee will be recorded and reported to the Board in summary, but as personal matters such as pay, performance and other matters are discussed, the deliberations of the Committee in reaching recommendation or not, will not always be provided to the Board or the IBF.

6. Term

a. The Chair of the Committee shall be reviewed every three years.
b. The Chair shall remain as Chair provided they remain as a director of TI.
c. The Chair of the Board may request the Chair to vacate the role of Chair (or in the case of the Chair of the Board, the Communications Portfolio Director) provided the Chair of the Committee may present any reservations to the Board in regard of so relinquishing their role.
d. No member, other than the Chair of the Committee, may serve for more than 6 years, and their tenure is subject to the annual review by the Chair.

7. Review

a. The Chair of the Committee shall review the performance and composition of the Committee annually.
b. These Terms of Reference will be reviewed annually by the Chair and may be amended as necessary, subject to approval by the Board of Directors of TI.

8. Approval

a. These Terms of Reference were approved by the Board of Directors on 29th. April 2025, and are effective from 29th. April 2025.