

	Scouting Ireland Services CLG			
	Document No.	Issued	Last Amended	Next Review
	TOR-SUB05	23 rd Feb. 2014	10 th Feb. 2018	Feb. 2021
	Category: Sub-committees			
Human Resources and Remuneration Sub-committee – Terms of Reference				

Related Documents
SID-142.16 - Human Resources Policy

Revision Schedule		
Revision	Date	Description
A	10/02/2018	Document Revised
#	23/02/2014	Document Issued

Purpose

The Human Resources (HR) and Remuneration Sub-committee is established by the Board of Directors (BOD) of Scouting Ireland Services CLG to:

- Provide oversight to the Chief Executive Officer (CEO) in his/her role of managing the professional resources of Scouting Ireland Services CLG;
- To receive and review a report from the CEO on the remuneration levels of Professional Staff; and
- To approve the remuneration of the CEO and other Senior Managers.

Term

The Committee shall have the status of a Sub-committee pursuant to Article 196 of the Memorandum and Articles of Association and is intended to be re-appointed by the BOD on an annual basis. ¹

Membership

The sub-committee shall consist of:

- The Chairperson of the Board
- The Company Secretary (who will act as Chairperson)
- The National Treasurer of Scouting Ireland
- The CEO

Other Attendees:

- The Manager (Operations) will provide administrative and secretarial support to the HR and Remuneration Sub-committee but will not be present for discussions regarding the CEO or his/her employment.
- Other members of the Professional Staff shall attend meetings as required.
- A professional HR Advisor as required.

Meetings

A quorum shall be three members of the HR and Remuneration Sub-committee, one of which must be the CEO.

Meetings shall be convened at the discretion of the Chairperson, but shall be held at least four times per annum. The Committee may conduct its business by any agreeable means of communication.

The CEO should not be present for discussions regarding his/her employment, in which case the quorum will be the other three members of the Sub-committee.

¹ The formation of the HR and Remuneration Sub-committee requires the approval of the BOD on an annual basis in accordance with the Memorandum and Articles of Association.

Minutes

The Manager (Operations) shall be responsible for recording the minutes of each meeting. Minutes of meetings will be circulated to all members of the HR and Remuneration Sub-committee in advance of their formal adoption. In order to ensure the confidentiality of the function of the Sub-committee, the HR and Remuneration Sub-committee shall not be required to submit minutes of its meetings to the BOD. The BOD will receive the monthly Management Accounts that will provide information on budget vs actual expenditure on Professional Staff salaries. The BOD will receive further reports from the CEO, or the Chairperson of the HR and Remuneration Sub-committee, following each meeting.

Authority

The Committee is authorised by the BOD to examine any activity within its terms of reference. The Committee is also authorised to obtain outside legal advice through the office of the CEO/Company Secretary, or other independent professional advice, if considered necessary, and if necessary invite external advisors with relevant experience to attend meetings.

Guiding Principles

- The Committee operates with the delegated authority of the BOD regarding matters noted within these terms of reference.
- To be compliant with HR legislation.
- To be compliant with the Governance Code for Community, Voluntary and Charitable Organisations in Ireland.
- To ensure confidentiality as appropriate.
- To provide reassurance to the BOD regarding the oversight of HR matters.

Key Areas of Responsibility

- Provide oversight to the CEO as he/she implements and reviews the structures, procedures and practices of Scouting Ireland Services CLG.
- To advise and support the CEO, when required, regarding HR issues as they arise.
- To liaise with the CEO regarding amendments to appropriate policies and procedures for the employment, management and development of staff.
- To ensure that decisions in relation to staff employment issues will be made within the parameters of the financial constraints of Scouting Ireland.
- To ensure the BOD receives reports from the CEO and/or Chairperson as appropriate.
- To consider CEO and management level remuneration.
- To determine salary scales within which the CEO must operate and to note changes as appropriate.
- To ensure the promotion of a healthy working environment and that a performance appraisal and development programme is in place.
- To advise the BOD with respect to policies and procedures relating to their financial and legal responsibilities on the employment and management of staff.
- To provide updates to the BOD, as appropriate, on significant HR related issues within the Company, as they arise.
- To oversee and support the implementation of the Strategic HR plan to ensure:
 - Appropriate engagement takes place with volunteers and Professional Staff.
 - That appropriate procedures are in place in terms of a professional redeployment.
 - The recommendations from the HR review are implemented.