

British Tourist Authority Remuneration and People Performance Committee

Terms of Reference

1. Purpose and Role

The purpose and role of the Remuneration and People Performance Committee (the “RPC”) or the British Tourist Authority (the “BTA”) is to:

- 1.1. assist and advise the Chairman of the BTA in setting and measuring the performance of the objectives of the Chief Executive and subsequently to approve the Chief Executive’s remuneration and bonus.
- 1.2. assist and advise the Chief Executive in assessing the performance of all staff retained at Director level each year and in determining their remuneration and bonuses. Any adjustment to a Director’s remuneration package, including any adjustment which is temporary in nature, shall require the prior approval of the RPC.
- 1.3. guide the Executive on the pay remit prior to its submission to the Department for Digital, Culture Media and Sport (“DCMS”) and on receipt of DCMS approval of the final pay remit to approve the final pay and bonus ranges to be awarded UK based employees, and to overseas employees, taking account of local contractual arrangements
- 1.4. provide strategic oversight of workforce and related matters in the organisation (covering both VisitBritain and VisitEngland) to include (but not be limited to):
 - Staff Skills and Development;
 - Staff Remuneration (including all financial and non-financial benefits) and Performance Management;
 - Workforce Planning, Culture and Organisational Design;
 - Diversity, Equality and Inclusion;
 - Estate Development and Hybrid Working Facilitation;
 - Compliance with Workforce Related Policies; and
 - Organisational Transformation Capabilities.
- 1.5. consider any matter relating to employees’ conditions of service, remuneration and related matters as the Chief Executive or BTA Board may refer.

2. Context

- 2.1. The RPC will, at all times, operate within the parameters of relevant guidance received from time to time from DCMS, including, but not limited to, the Management Agreement.

3. Membership

- 3.1. The RPC shall consist of not less than four members:
 - The Chair of the BTA Board;
 - The Chair (or a nominated representative) of the VisitEngland Advisory Board (“VEAB”); and
 - Not less than two other members of the BTA Board and/or VEAB, who shall be appointed to the RPC by agreement with the BTA Board.

- 3.2. The Chair shall also have the discretion to invite to attend any RPC meeting others, such as those appointed as Observers to the BTA Board, who are considered to have relevant skills and experience, and/ or, who might benefit from the experience for training or expanding their knowledge.
- 3.3. The term of service for members is for an initial period coterminous with their term of appointment to the BTA Board and/ or VEAB. Committee members may be asked to, or may themselves, stand down at any time, and, their service will discontinue, in any event, if they no longer serve as members of the Board and/or the VEAB.
- 3.4. The RPC will elect its own Chair from its membership, in agreement with the BTA Board.
- 3.5. The quorum of the RPC shall be three, including the Chair of the RPC and the Chair of the BTA or nominee as applicable.
- 3.6. The Chief Executive, Director of HR and Professional Services, Director of Finance, Procurement and PMO, and Head of HR Transformation will attend meetings of the RPC as required.
- 3.7. The Secretary to the BTA Board will be the Secretary to the RPC.

4. **Frequency of Meetings**

- 4.1. The RPC shall meet at least three times a year or otherwise as required.

5. **Minutes of meetings**

- 5.1. The Secretary will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.
- 5.2. Minutes of the meeting will be circulated to the Chair two weeks after each meeting.
- 5.3. The minutes of each meeting shall be formally approved at the next meeting.

6. **Reporting**

- 6.1 The RPC will provide the BTA Board with an annual report of its work at the same time as the Annual Reports and Accounts for approval.
- 6.2 After each meeting the Chair will report to the Board identifying significant matters for their attention and provide the most recent minutes reviewed by the RPC. The Chair will also ensure that the VEAB receives regular reports of significant matters.

7. **Review**

- 7.1. The terms of reference will be reviewed annually or as required to reflect any changes to its membership or responsibilities.

Last reviewed and approved by the RPC – 3 September 2024