

Human Resources and Remuneration Sub-Committee

Terms of reference

These terms of reference for the Human Resources and Remuneration Sub-Committee (**Sub-Committee**), and any amendments thereto, will be approved by the IPC Governing Board.

1. Authority

- 1.1 The Sub-Committee is appointed by and is accountable to the IPC Governing Board. The IPC Governing Board has the sole power to grant authority to the Sub-Committee, and the Sub-Committee has no authority that does not come from the IPC Governing Board. The Sub-Committee may, however, carry out such tasks as delegated to it by the IPC Governing Board.
- 1.2 The Sub-Committee has no authority to make decisions for or on behalf of the IPC, or to incur any expense or bind the IPC to any financial or other commitments. The Sub-Committee is advisory only, and can only make recommendations to the IPC Governing Board (if within its mandate to do so).

2. Role

- 2.1 The Sub-Committee will be responsible for the following:
 - (a) Advising the IPC Governing Board on any service agreements with the IPC President, IPC Vice-President, and Athletes' Council chairperson, and ensuring compliance with the applicable German law requirements.
 - (b) Advising the IPC Governing Board on the appointment and termination of the IPC CEO (provided that the IPC CEO must be heard before any decision on termination is taken). Advising the IPC Governing Board on the processes required to hire and onboard a new IPC CEO following any departure of the existing IPC CEO.
 - (c) Monitoring the performance of the IPC CEO and providing the IPC President its relevant observations in preparation of the IPC President's formal annual review of the IPC CEO's performance.
 - (d) Keeping under review the operational structure of the IPC and organisational development, culture and staff well-being.
 - (e) Keeping under review policies and procedures relating to human resources and remuneration, and ensuring compliance with applicable laws.

- (f) Consulting with the IPC CEO, on the IPC CEO's request, on the level and structure of remuneration for other chief-level executive staff.
- (g) Advising on such other matters within its area of responsibility as the IPC Governing Board may request.

3. Membership

- 3.1 The Sub-Committee will ordinarily consist of three or four members of the IPC Governing Board. One such member will be appointed as chairperson of the Sub-Committee.
- 3.2 The Sub-Committee will be appointed by the IPC Governing Board on the recommendation of the IPC President, in accordance with the following process:
 - (a) All members will be appointed primarily for their expertise in the subject matter of the Sub-Committee.
 - (b) The IPC Governing Board will appoint the members of the Sub-Committee (including the chairperson) as soon as reasonably practicable after its election.
 - (c) A member's appointment to the Sub-Committee is subject to the member agreeing to the obligations, expectations and commitments set out in the letter of appointment.
- 3.3 Any vacancies on the Sub-Committee (occurring through resignation, death or any other reason) will be filled in accordance with the appointment process set out above.
- 3.4 No substitutes are allowed for members of the Sub-Committee. Members are appointed in their personal capacity and are not representatives of any member or stakeholder within the Paralympic Movement, including those they may be employed by or otherwise associated with.

4. Term of office

- 4.1 Membership of the Sub-Committee will begin on the date of appointment and, subject to Article 4.2, will end on the appointment of a new Sub-Committee by the incoming IPC Governing Board i.e. a term of office of approximately four years (corresponding broadly to the term of office of the members of the IPC Governing Board).

4.2 The membership of an individual on the Sub-Committee may be terminated by the IPC Governing Board at any time, at the absolute discretion of the IPC Governing Board.

4.3 Individuals may be re-appointed to serve consecutive terms on the Sub-Committee, and there is no limit on the number of terms that an individual may serve on the Sub-Committee.

5. Organisation

5.1 The Sub-Committee will receive its direction from the IPC Governing Board.

5.2 Ordinarily, the Sub-Committee will meet at least three times per year (once in person, and otherwise by telephone, teleconference or similar). Any additional meetings must be approved by the IPC Governing Board.

5.3 Telephone, teleconference and similar facilities may be used for a meeting.

5.4 The IPC President is entitled to attend meetings of the Sub-Committee, with speaking rights only. The IPC CEO and assigned member(s) of the IPC management team may also be invited by the chairperson to attend meetings of the Sub-Committee, with speaking rights only.

5.5 While the procedure is intended to be flexible, meetings of the Sub-Committee may, where appropriate, be conducted based on the guidelines for the conduct of IPC committee meetings.

5.6 Decisions of the Sub-Committee will generally be made by consensus. If a consensus cannot be reached there will be a vote with each member having one vote. A majority of votes in favour of a decision by those members present at the meeting is required for it to be passed. In the event of a tie in votes the chairperson will have the right to a casting vote.

5.7 The quorum for meetings and decisions of the Sub-Committee will be a majority of the total number of members on the Sub-Committee.

5.8 Minutes of Sub-Committee meetings will be produced and circulated to the Sub-Committee, and any amendments agreed by the Sub-Committee. The final minutes will then be archived by the IPC.

5.9 The IPC CEO may engage advisors to provide particular expertise or advice to the Sub-Committee, following consultation with the chairperson and the IPC Governing Board. The role of any adviser should not duplicate or conflict with the role of the Sub-Committee. Such advisers are not members of the Sub-Committee.

- 5.10 In undertaking any work in connection with the Sub-Committee, each Sub-Committee member must act for the benefit of and in the best interests of the IPC.
- 5.11 All meetings and work of the Sub-Committee are confidential. No documents, information, discussion or decisions made at a Sub-Committee meeting or otherwise exchanged or agreed in connection with the work of the Sub-Committee may be disclosed (other than, through the chairperson, to the IPC Governing Board, IPC CEO and relevant members of the IPC management team) unless:
- (a) the IPC President or IPC CEO and the chairperson of the Sub-Committee authorises such disclosure;
 - (b) the matter is in the public domain; or
 - (c) such disclosure is required by law or any applicable authority, including the IPC Constitution and regulations.
- 5.12 The Sub-Committee and its members may not make any public statements (including on social media) about the Sub-Committee or any aspect of its work unless approved in advance by the IPC President or IPC CEO and the chairperson of the Sub-Committee.
- 5.13 The chairperson of the Sub-Committee will report on the work of the Sub-Committee at such times as requested by the IPC Governing Board (which may include providing a written and/or verbal annual report). The chairperson of the Sub-Committee (or their designee) may be invited to attend meetings of the IPC Governing Board and/or may be invited to provide a written and/or verbal report at a meeting of the IPC Governing Board on a specific topic.

6. Finances

- 6.1 The IPC will produce a budget for the Sub-Committee. The Sub-Committee budget will be included in the overall IPC budget and submitted for approval to the IPC Governing Board in accordance with IPC financial policies.
- 6.2 For each Sub-Committee member, expenses will be paid in accordance with the IPC's financial policies, as amended from time to time.

7. Evaluation process

- 7.1 During the last year of the four-year term of office, the chairperson of the Sub-Committee will ordinarily submit to the IPC Governing Board a summary report on the work conducted by the Sub-Committee during the four-year period, along with any recommendations for the next term of office.

- 7.2 At the end of the IPC Governing Board's term of office, the outgoing IPC Governing Board may (during an in-camera meeting) evaluate the overall work of the Sub-Committee and may make recommendations to the incoming IPC Governing Board, including on the mandate, structure and/or membership of the Sub-Committee.