



# **VOLLEYBALL SINGAPORE**

## **TERMS OF REFERENCE REMUNERATION COMMITTEE**

Document Name:	REMUNERATION COMMITTEE TOR
History:	Approved by VAS Board: FEB 2022
Responsible Officer:	VAS Board & Secretariat

## **1. INTRODUCTION**

- 1.1 This document shall define the Remuneration Committee within Volleyball Association of Singapore (rebranded as Volleyball Singapore in Feb 2022).

## **2. DEFINITIONS**

- 2.1 In these terms of reference:

"Board" means the board of directors of the Volleyball Singapore;  
"Committee" means the remuneration committee of the Board; and  
"Association" means Volleyball Singapore.

## **3. COMPOSITION**

- 3.1 Members of the Committee shall be appointed by the Board, in consultation with the chairman of the Committee. The Committee shall be made up of at least three (3) members, other people may be invited to attend Committee meetings based on specific scope/skill set as required
- 3.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate.
- 3.3 The Board shall appoint the chairman of the Committee. In the absence of the chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

## **4. SECRETARY**

- 4.1 The General Manager or his/her nominee shall act as the secretary of the Committee.

## **5. QUORUM**

- 5.1 The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **6. FREQUENCY OF MEETINGS**

- 6.1 The Committee shall meet at least once a year and at such other times as the chairman of the Committee shall require.

## **7. NOTICE OF MEETINGS**

- 7.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.
- 7.2 Unless otherwise agreed, notice of each meeting (confirming the venue, time and date, together with an agenda of items to be discussed) shall be forwarded to each member of the Committee and any other person required to attend no later than three working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

## **8. MINUTES OF MEETINGS**

- 8.1 The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
- 8.2 The secretary of the Committee shall ascertain, at the beginning of each Committee meeting, the existence of any conflicts of interest and minute them accordingly.
- 8.3 Minutes of Committee meetings shall be circulated promptly within a reasonable time after the meetings to all members of the Committee and, once agreed, to all other members of the Board, unless a conflict of interest exists.

## **9. RESOLUTIONS**

- 9.1 Resolutions of the Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions. Meetings can be held in person, by telephone or by video conference.

## **10. DUTIES**

The Committee shall:

- 10.1 determine and agree with the Board the framework or broad policy for the remuneration of all hired staff for the Association;

- 10.2 in determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to ensure that staff of the Association are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Association;
- 10.3 within the terms of the agreed policy and in consultation with the chairman of the Board and/or General Manager, as appropriate, determine the total individual remuneration package of each staff (including bonuses, incentive payments, etc);
- 10.4 ensure that all legal and regulatory provisions regarding disclosure of remuneration are fulfilled.

## **11. REPORTING RESPONSIBILITIES**

- 11.1 The chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.3 Where requested to do so by the Board, the Committee shall produce an annual report of the Association's remuneration policy and practices, which will form part of the Association's annual report and accounts, and ensure that, at each AGM, such report is laid before, and voted on by, shareholders.

## **12. SELF APPRAISAL**

- 12.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.

## **13. AUTHORITY**

The Committee is authorised by the Board:

- 13.1 to seek any information it requires from any employee of the Association in order to perform its duties; and
- 13.2 to obtain, at the Association's expense, outside legal or other professional advice on any matters within its terms of reference.

## **14. CHANGES TO THE POLICY**

- 14.1 VAS is committed to ensuring that all TORs are up-to-date and reflect current practices.
- 14.2 Changes to this document will be reviewed and approved by VAS Board, following which, it will be updated and posted on VAS's website.