TERMS OF REFERENCE – PEOPLE, REMUNERATION AND NOMINATIONS COMMITTEE

Responsibilities and duties

The People, Remuneration and Nominations Committee will:

- oversee the operational delivery of Society activities in accordance with the strategy as determined by the Council of Trustees
- oversee staff salaries and staffing budgets, in line with the annual appraisal cycle and strategy planning
- oversee changes to the staffing structure, ways of working and the working model of the organisation, monitoring performance against agreed targets and objectives
- oversee changes to staff benefits and review the overall benefits package as required, in line with staff engagement and retention levels
- review and approve organisational staffing restructures and changes with budgetary or operational impact and at all times during any form of recruitment freeze/reduction
- act as arbiter for the final stage of HR appeals made in line with Society policy
- review and approve new HR policies with budgetary implications or that alter working models and/or conditions
- assess nominations received for all Trustee and PPL Director positions, reviewing and approving all board appointments and calling elections where required
- receive biannual reports on the full nominations cycles, ensuring EDI principles are fully embedded
- assess nominations received for all IUBMB and FEBS appointments and make recommendations for appointment
- oversee requests for long-term leave from committee/panel members to ensure consistency of approach
- adjudicate on any matters related to the running of nominations cycles, elections and board appointments

Authority

The People, Remuneration and Nominations Committee is established in accordance with Article 25 of the Society's Articles of Association (July 2025).

The Committee has Council delegated authority to approve:

- staff appointments (in line with the principles stated above)
- staff salaries
- annual cost of living increases and the magnitude of the potential yearly bonus scheme for staff
- HR policies
- Trustee and PPL Director appointments
- committee member remuneration (independent members and PPL Board Non-Executive Directors, as appropriate)
- long-term absence requests from committee/panel members

In addition, the committee may recommend/request action/approvals/information to/from the Council of Trustees, PPL Board, staff and any other committee or panel within the governance framework but does not have authority to command such action as an independent body.

Membership

Composition and terms of office

The committee will be composed of the following:

- Society Vice-President (term of office as per Trustee term)
- Honorary Treasurer (term of office as per Trustee term)
- Chair of PPL Board (term of office as per Trustee term)
- up to two independent members, appointed from outside the Society membership, to provide expert external advice (term of office of three years with possibility to extend the term up to a further two years)
- the President's views on Trustee and Director appointments will be invited in line with associated recruitment

Committee composition should reflect the skills and experience required to perform the responsibilities and duties as detailed above. Following the completion of their term in office, members of this committee may not be reappointed for at least twelve months.

The CEO and Director of HR, EDI and Technology will attend all meetings of the committee, with other staff members to be invited to attend meetings as required.

Chair of the committee

The Chair of the committee will be the Society Vice-President, with the Honorary Treasurer or Chair of PPL Board to deputise in their absence.

Number of members

The committee will have a minimum of three members, to always include the Society Vice-President and Honorary Treasurer. The membership of the committee should not exceed five members.

Member absence

All member absences should be notified in advance of the meeting and suitable apologies noted. Members who are absent from more than two meetings in a row may be asked by the Chair to consider their ability to serve on the committee.

Member long-term leave

Members can be awarded long term leave for sickness, caring or maternity/paternity commitments or other related matters at the discretion of the Chair (for independent appointments) or the President (for Trustee appointments). Such periods would pause any term of office until the member's return when, provided they continue to meet the requirements of their role, they would serve out the remainder of their original term. Should the role held be required for the effective functioning of the committee, a temporary 'interim' appointment can be made for its duration.

Additional engagement

Committee members are expected to proactively engage with communications sent outside of meetings, and with wider Society requests for input and information, for example with Society surveys and the promotion of initiatives and offerings.

Meetings

Frequency of meetings

The committee will meet a minimum of four times a year, in line with key appraisal and strategy milestones. Additional business shall be carried out electronically as far as possible. The Chair may convene additional meetings as they deem necessary.

Quorum

A quorum shall be three members, unless the full membership of the committee is three members, whereby a quorum shall be two members.

Agenda and papers

An agenda and supporting papers will be circulated to members of the committee by email seven calendar days before a meeting. In the absence of return communication outlining errors in email delivery, the agenda and papers will be considered received by all parties unless otherwise notified. All papers should be read and considered in advance of the meeting. Where members require adjustments to access information, these will be met as far as is possible and following prior discussion with the secretariat for the committee (also for minutes as below).

Minutes

Formal minutes will be taken and distributed to the Chair for initial review as soon as practicable, (and within three weeks whenever possible). Final minutes will be circulated to all committee members as soon as is practicable.

Decision-making

Where possible a general consensus identified by the Chair will be sufficient to consider a matter passed, rejected or deferred. Where consensus is not possible, all decisions will be made by a vote, with each committee member holding one vote. Where an equity of votes occurs, the Chair may cast an additional vote to finalise the decision or may defer the decision for later action.

Attendees outside of the committee membership

Members of Biochemical Society staff and representatives of other groups within the governance framework will attend meetings as appropriate, with attendees external to the Society invited in agreement with the Chair, as required for the committee to carry out its duties effectively.

Reporting

Operational delivery of strategy

This committee will provide updates and recommendations to the Council of Trustees on any relevant matters.

Staffing

This committee will report to the Council of Trustees and Portland Press Board on any changes to staffing arrangements outside of those approved in the organisational strategy.

Remuneration

This committee will report to the Council of Trustees on the annual staff cost of living increase and the magnitude of the potential yearly bonus scheme to Council of Trustees, Portland Press Board and Finance and Audit Committee as required requiring remuneration for any director or independent committee member.

Nominations and appointments

This committee will submit recommendations and reports on appointments to the Council of Trustees and Portland Press Board as and when required.

Ownership and Review

These terms of reference are owned by the Council of Trustees who will review and approve any changes at least every three years, or sooner if required.

Date of last review: November 2025