



Irish Centre for European Law

Irish Centre for European Law (“ICEL”) Employment & Remuneration Committee Terms of Reference

The Employment & Remuneration Committee of ICEL is established by operation of Articles 65 and 69 of the Constitution of ICEL.

1. Purpose of the Committee

- (a) To ensure that ICEL’s obligations under employment and health and safety law are complied with and to report to the Board regarding such compliance.
- (b) To recommend to the Board policies in respect of remuneration, expenses and related matters as the Board may prescribe, and to ensure that the policies are being complied with and to report to the Board regarding such compliance.
- (c) To recommend to the Board the terms and conditions of contracts with employees and prospective employees.

2. Scope of the Committee

- (a) The Committee shall meet in order to prepare documentation in order to advise the Board with regard to its obligations under employment and health and safety law.
- (b) The Committee shall be subject to the Board of ICEL and the scope of its function and responsibilities may be narrowed or broadened by the Board.

3. Membership of the Committee

- (a) (i) The Employment and Remuneration Committee shall comprise the Treasurer, Secretary and such other persons as the Board may from time to time appoint (who need not be members of the Board) or whom the Committee shall co-opt.
- (ii) The Committee must have amongst its members a majority who have relevant financial reporting or accounting expertise or of employment law or of significant experience of management or governance of organisations with similar or greater budgets to the Centre.

(b) Save where the Board otherwise directs, the Treasurer shall act as chairperson of the Employment and Remuneration Committee and the Secretary shall act as secretary of the Employment and Remuneration Committee.

(c) Neither the Chief Executive Officer nor the Administrator nor any member of staff of the Centre shall be a member of the Employment and Remuneration Committee.

4. Meeting arrangements

Meetings of the Committee shall take place no less than two times each year.

5. Reporting

The Employment and Remuneration Committee shall be responsible for presenting to the Board for its approval –

- on the recommendation of the Secretary, drafts of all required employment and health and safety policies,
- on the recommendation of the Secretary, drafts of all employment contracts,
- on the recommendation of the Treasurer, recommendations for the remuneration of employees,
- on the recommendation of the Treasurer, drafts of policies regarding the payment of expenses incurred by Directors, members of committees, members and staff of the Centre, and guests of the Centre (whether invited participants at events of the Centre or otherwise), which documents the Board may not approve without a draft having been previously presented by the Employment and Remuneration Committee,
- on the recommendation of the Secretary, at least annually (and otherwise as soon as a non-compliance or anticipated non-compliance is apprehended) submitting to the Board a report on the compliance of the Centre with employment or health and safety law and best practice, which shall include recommendations to the Board as to any actions which are required to bring the Centre into compliance with same, and
- any actions prescribed by or delegated to it by the Board, and for reporting to the Board on their carrying into effect save that the Committee shall not be responsible for the conclusion of contracts with employees or future employees save where specifically delegated responsibility in a particular case by the Board.

6. Powers

- (a) The Committee shall exercise no delegated power of the Board other than where specified herein or conferred by decision of the Board and save where provided herein shall make no decision pertaining to the management or administration of the Centre and shall exercise no authority over staff or volunteers of the Centre.
- (b) The Committee shall, upon reasonable request, be entitled to receive or inspect any document or records system of the Centre, including any document of the Board or the other Committees.
- (c) The Committee shall, upon reasonable request, be entitled to require the attendance before it of any member of the Board or Committee or any member of the Centre's staff.
- (d) The Committee shall, upon reasonable request, be entitled to ask questions in writing of the Board or any Committee, or any member of the Board or any member of any Committee or any member of the Centre's staff, who shall provide answers to such questions.
- (e) The Chief Executive shall if requested by the Committee (or by the Treasurer or Secretary) draft all documents and prepare all recommendations at the direction of the Committee (or the Treasurer or Secretary as the case may be).

7. Sub-committees

The Committee may at its discretion establish and delegate responsibility to sub-committees. Such sub-committees shall also be governed by these Terms of Reference.

**By Order of the Board
28 October 2021**