



REMUNERATION COMMITTEE

TERMS OF REFERENCE

The Remuneration Committee is established as a Board Advisory Committee under section 7.3 of the World Lacrosse (WL) Bylaws.

The Committee reports to the WL Board of Directors and is Chaired by the President.

PURPOSE

The Committee is responsible for the framework for the assessment and agreement of terms and conditions for all WL Management and Staff and for the performance review and remuneration for the Chief Executive Officer (CEO) specifically.

1. COMPOSITION AND MEMBERSHIP

- 1.1. The Remuneration Committee consists of a minimum of three Board members including the Chair. At least one Committee member will be one of the Independent Directors.
- 1.2. The Committee may invite external advisers for specific meetings from time to time.
- 1.3. The CEO may be present for all or part of its meetings and will be the lead staff member for this Committee.

2. RESPONSIBILITIES

- 2.1. The Committee is responsible for advising and making recommendations to the Board and will:
 - 2.1.1. Determine and make proposals for the framework or broad policy for the remuneration of the company's CEO and for his/her contract
 - 2.1.2. Review the framework of all staff remuneration with appropriate delegated authority to the CEO
 - 2.1.3. Ensure that appropriate incentives to encourage enhanced performance are in place, and to ensure appropriate, fair and responsible rewards for individual contributions to the success of the organization
 - 2.1.4. Recommend, as part of the annual budget setting process, the levels of remuneration to be used in preparing the budget for the following year
 - 2.1.5. Determine the policy for, and scope of, pension arrangements for the CEO and eligible staff
 - 2.1.6. Oversee any major changes in employee benefits structure and ensure that all benefits offered are in place

- 2.1.7. Manage the Board process for the evaluation of the CEO annually
- 2.1.8. Ensure that contractual terms on termination and any payments made, are fair to the individual and the organization, and that failure is not rewarded and the duty to mitigate loss is fully recognized
- 2.1.9. Agree the policy for authorizing claims for expenses by the CEO
- 2.1.10. Consider any other appropriate matters referred to the Committee by the Board or the CEO
- 2.1.11. Ensure that no individual is involved in decisions as to their own remuneration

3. OPERATING AND REPORTING PROCEDURE

- 3.1. The Committee will follow the WL General Procedures applicable to all Committees. (see Appendix 2)

4. MEETINGS

- 4.1. Minutes of all meetings will be circulated to the Committee but will be confidential. Confidential summary reports will be made to the Board via the Chair.
- 4.2. Any discussions at the Board from the Remuneration Committee will take place without any Management or Staff present.
- 4.3. A quorum of a minimum of two members of the Committee shall be required for all meetings. In the absence of the Chair, he/she will appoint a deputy, or the members present will appoint a Chair for that meeting, who will report back to the Committee Chair.

5. DELEGATED AUTHORITY

- 5.1. This Committee has no specific delegated authority and is advisory to the Board.

APPENDIX 1. SKILLS, QUALITIES AND COMPETENCIES FOR MEMBERS OF THE REMUNERATION COMMITTEE

The membership of the Remuneration Committee will seek to gain a balance of the following amongst its members:

- Understanding and experience of professional performance review at CEO level
- Understanding and awareness of relevant remuneration levels for equivalent staff in the USA (or ability to gain this information from others)
- Understanding of New York law in respect of the CEO contract
- Understanding of the nuances of employment laws in different US states
- Understanding of the WL budget and Strategic Plan to implement any recommendations

Members of the Remuneration Committee should aim to uphold the values of World Lacrosse and to encourage these to be upheld across the community.

- Teamwork
- Passion
- Respect
- Integrity
- Friendship
- Inclusiveness



APPENDIX 2. GENERIC PROCEDURES FOR ALL WORLD LACROSSE COMMITTEES, COMMISSIONS AND WORKING GROUPS