

British Tourist Authority Remuneration and People Performance Committee

Terms of Reference

1. Purpose and Role

The purpose and role of the Remuneration and People Performance Committee (the “RPC”) of the British Tourist Authority (the “BTA”) is to:

- 1.1. assist and advise the Chairman of the BTA in setting and measuring the performance of the objectives of the Chief Executive and subsequently to approve the Chief Executive’s remuneration and bonus.
- 1.2. assist and advise the Chief Executive in assessing the performance of all staff retained at Director level each year and in determining their remuneration and bonuses. Any adjustment to a Director's remuneration package, including any temporary or off-cycle adjustment, any market or retention allowance and any non-consolidated award, shall require the prior approval of the RPC and be subject to any applicable DCMS and HM Treasury controls on senior pay.
- 1.3. guide the Executive on the pay remit prior to its submission to the Department for Digital, Culture Media and Sport (“DCMS”) and on receipt of DCMS approval of the final pay remit to approve the final pay and bonus ranges to be awarded to UK based employees, and to overseas employees, taking account of local contractual arrangements
- 1.4. provide strategic oversight of workforce and related matters in the organisation (covering both VisitBritain and VisitEngland) to include (but not be limited to):
 - Staff Skills and Development;
 - Staff Remuneration (including all financial and non-financial benefits) and Performance Management;
 - Workforce Planning, Culture and Organisational Design;
 - Diversity, Equality and Inclusion;
 - Estate Development and Hybrid Working Facilitation;
 - Compliance with Workforce Related Policies; and
 - Organisational Transformation Capabilities.
- 1.5. consider any matter relating to employees’ conditions of service, remuneration and related matters as the Chief Executive or BTA Board may refer.

2. Context

- 2.1. The RPC will, at all times, operate within the parameters of relevant guidance received from time to time from DCMS, including, but not limited to, the Framework Document, and will have due regard to Managing Public Money, the Arm's Length Body Sponsorship Code of Good Practice and any other applicable Cabinet Office or HM Treasury guidance.
- 2.2. The RPC will, at all times, have regard to the BTA’s internal policies and procedures on staff and Board conduct – including, where applicable, codes of conduct, gifts and hospitality, anti-fraud, bribery and corruption, conflicts of interest and related standards – particularly in relation to culture, incentives and conduct, and to the extent that these

2.3. are published, any corresponding public-facing policy statements. The RPC will also, at all times, have regard to the sensitive nature of matters being discussed, including BTA's internal policies and procedures.

2.4. The RPC will, at all times, have regard to established arrangements for consultation and engagement with recognised trade unions and staff representatives.

3. **Membership**

3.1. The RPC shall consist of not less than four members:

- The Chair (or a nominated representative) of the BTA Board;
- The Chair (or a nominated representative) of the VisitEngland Advisory Board ("VEAB"); and
- Not less than two other members of the BTA Board and/or VEAB, who shall be appointed to the RPC by agreement with the BTA Board.

3.2. The Chair shall also have the discretion to invite to attend any RPC meeting others, such as those appointed as Observers to the BTA Board, who are considered to have relevant skills and experience, and/ or, who might benefit from the experience for training or expanding their knowledge.

3.3. The term of service for members is for an initial period coterminous with their term of appointment to the BTA Board and/ or VEAB. Committee members may be asked to, or may themselves, stand down at any time, and, their service will discontinue, in any event, if they no longer serve as members of the Board and/or the VEAB.

3.4. The RPC will elect the Chair from its own membership, following a jointly agreed proposal of the BTA and VEAB Chairs.

3.5. The quorum of the RPC shall be three, including the Chair of the RPC and the Chair of the BTA or nominee as applicable.

3.6. The Chief Executive, Director of HR and Professional Services, Director of Finance, Procurement and PMO, and Deputy Director HR and Workplace will attend meetings of the RPC as required.

3.7. The Secretary to the BTA Board will be the Secretary to the RPC.

4. **Frequency of Meetings**

4.1. The RPC shall meet at least three times a year or otherwise as required. At least one meeting each year will be specifically designated to review remuneration policy, workforce strategy and the effectiveness of the RPC.

5. **Minutes of meetings**

5.1. The Secretary will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.

5.2. Minutes of the meeting will be circulated to the Chair two weeks after each meeting.

5.3. The minutes of each meeting shall be formally approved at the next meeting.

6. Reporting

- 6.1. The RPC will provide the BTA Board with an annual report of its work at the same time as the Annual Reports and Accounts for approval.
- 6.2. After each meeting the Chair will report to the Board identifying significant matters for their attention. The Chair will also ensure that the VEAB receives regular reports of significant matters. Copies of the minutes will be made available on request from either the Board or VEAB.
- 6.3. In relation to any whistleblowing cases, in accordance with the Whistleblowing policy, these are reported to the RPC Chair. In the event of a whistleblowing event occurring, there is a requirement to report these to the Audit & Risk Committee (ARC). The Chair shall discuss with the ARC Chair the content of each report to the ARC, to ensure the balance between transparency and ensuring the matter is reported in a manner not prejudicial to any ongoing investigation. The RPC will also receive periodic thematic reports on whistleblowing and other people-related concerns (such as grievances, bullying and harassment) in order to identify any cultural or systemic issues, while overall responsibility for the whistleblowing framework and case-handling assurance remains with the ARC.

7. Review

- 7.1. The terms of reference will be reviewed annually or as required to reflect any changes to its membership or responsibilities.

Last reviewed and approved by the BTA Board – 16 June 2026