

## TERMS OF REFERENCE - EXECUTIVE COMMITTEE

### 1. Composition and Tenure

- 1.1 The parameters of the Executive Committee (ExCo) membership are set out in the [Articles of Association](#) as follows:

ExCo shall consist of no less than four and no more than eight ExCo Officers and shall include:

- the President;
  - the President-Elect / Immediate Past President (as applicable);
  - the Treasurer;
  - the Chief Executive; and
  - up to four Elected ExCo Officers, elected by Council in accordance with the Articles of Association.
- 1.2 ExCo may ask other individuals to attend, as required for the business of the meeting.
- 1.3 The President will generally act as chair of meetings. If at any meeting the President is not present, the ExCo Officers present will elect one of their number to chair the meeting.
- 1.4 The terms of membership will align with period of office, in regard to the President, President Elect, Immediate Past President and Treasurer. In the case of the Elected ExCo Officers, will be appointed each year by the Council at its meeting immediately following an AGM, as set out in the Articles of Association.

### 2. Purpose

ExCo is SPP's board of directors. It is responsible for overseeing organisational strategy, operational and financial performance, the SPP's membership and for supporting the delivery of organisational objectives.

ExCo delegates the leadership of pension policy to SPP's Council.

### 3. Key responsibilities

ExCo will:

#### Staffing

- 3.1 appoint and oversee the performance of the CEO;
- 3.2 set individual staff pay increases;
- 3.3 approve any proposals for change to the staffing structure and support, as required, the CEO's management of any formal staffing issues;
- 3.4 approve the SPP's HR and operational policies;

#### Other

- 3.5 set and monitor progress against strategic and operational objectives, overseeing the delivery of core SPP business, excepting where that is delegated under item 4;
- 3.6 oversee the delivery of core SPP business, including SPP's events;
- 3.7 approve annual budgets and any additional expenditure, overseeing the progress of income and expenditure during the year and the annual independent examination of the report & accounts;
- 3.8 oversee the SPP's membership, including approving or declining applications to

- membership;
- 3.9 ensure effective risk management;
- 3.10 oversee the work of its sub-committees, including the Early Career Professionals Group.
- 3.11 deliver on its responsibilities under the SPP's Articles of Association, and ensure the SPP is run in accordance with them; and
- 3.12 oversee any other key SPP business that it has not otherwise delegated.

#### **4. Delegated Authority**

ExCo:

- 4.1 may delegate any of its powers to a committee consisting of such person or persons as ExCo deems fit, as per the Articles of Association;
- 4.2 delegates authority to SPP's Council to lead on pension policy and senior stakeholder engagement.

#### **5. Decision Making**

Any decision of the ExCo Officers will be decided:

- a by a majority of votes at a meeting where each ExCo Officer shall have one vote, and in the case of an equality of votes, the chair of the meeting has a second or casting vote; or
- b by a unanimous vote of the ExCo Officers recorded in writing by all eligible ExCo Officers provided the eligible ExCo Officers would have formed part of the quorum at a meeting of ExCo.

ExCo Members shall not vote in respect of any contract in which they are interested or any matter arising from it.

#### **6. Meeting and Information Arrangements**

- 4.1 A quorum shall be four ExCo Officers, including at least one of the President or CEO, excepting where both the President and CEO are absent without a reasonably anticipated return to SPP duties within three weeks. In this case quorum shall be any four ExCo Officers.
- 4.2 Meetings shall be set every two months. A minimum of two meetings per year are required by the Articles of Association.
- 4.3 ExCo will keep Council informed of key decisions made by it and will provide Council with the minutes of ExCo meetings, which may be redacted where ExCo considers that legally sensitive matters are contained within.
- 4.4 ExCo members agree to abide by relevant statutory obligations, by not sharing information through their work on ExCo that would breach anti-competition regulations (see SPP's [Competition Law Statement](#)).

#### **7. Confidentiality**

All members must maintain confidentiality of discussions, decisions, and sensitive information.

Approved by ExCo: 13 May 2026

Review date: May 2027

v.18/05/26