

REMUNERATION COMMITTEE

Terms of Reference

1. **Constitution** - The Corporation hereby resolves to adopt the following Terms of Reference for the Remuneration Committee.
2. **Objectives**
 2. The Committee shall review and advise the Governing Board on the specific remuneration packages of senior post-holders so as to:
 - ensure that senior post-holders are fairly rewarded for their individual contributions to the College's overall performance;
 - demonstrate to the public that the pay of senior post-holders is set by a Committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the public and of the financial health of the College; and
 - ensure that decisions relating to the remuneration of senior post-holders take account of and appropriately reflect equality and diversity principles.
 3. It shall provide a medium of communication to the public, which is not controlled by college management.
3. **Membership**
 3. The members of the Committee shall be appointed by the Governing Board and will consist of:
 - the Chair of the Governing Board
 - the Vice-Chair or Co-Vice Chairs of the Governing Board
 - the Chairs of the Committees – Audit, Resources, Search and Governance and Curriculum and Student Matters
 - Should the Chair, Vice-Chair or Co-Vice Chairs of the Governing Board also hold any of those Committee offices, then the Governing Board may determine to appoint another Independent Governor.
 - 3.1 The Chair of the Governing Board shall not be the Chair of the Committee.

- 3.2** Whilst it is not a requirement, the Committee may also appoint a Vice Chair or Co-Vice Chairs if it determines that this would be a benefit to the Committee for matters such as succession planning.
- 3.3** The terms of office of members of the Committee shall be the remainder of their term of office as a member of the Governing Board. Re-appointment to the Governing Board in the roles indicated above shall also constitute re-appointment to the Committee unless the Governing Board determines otherwise.
- 3.4** Members of the Committee collectively should have a range of skills and recent experience relevant to finance and human resources, together with a good understanding of the work of the Board.

4 Quorum

- 4.1** A quorum shall be three members.

5 Attendance at meetings

- 5.1** The Principal shall normally be invited to attend meetings of the Committee save where his or her remuneration package is being considered. The Committee may invite other senior post-holders to attend meetings when necessary.
- 5.2** The Director of Governance shall be Clerk to the Committee.

6. Frequency of meetings

- 6.1** Meetings shall be held not less than once a year.

7. Authority

- 7.1** The Committee is authorised by the Governing Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the College and all employees of the College are directed to co-operate with any request made by the Committee.

7.2 The Committee is authorised by the Governing Board to obtain outside legal or other independent professional advice up to a limit of £10,000 per annum and to secure the attendance at meetings with consultants with relevant experience and expertise if it considers this necessary.

8. Responsibilities

8.1 The Committee shall advise the Governing Board on the specific remuneration packages of the Principal, other senior post-holders and the Director of Governance.

8.2 The Committee shall evaluate annually the specific remuneration packages of the Principal, other senior post-holders and the Director of Governance.

9 Reporting Procedures

The Director of Governance shall circulate minutes of the meetings of the Remuneration Committee to members of the Governing Board, subject to the Board's guidance on confidentiality requirements.

10 Definitions of Senior Post-holders

The Senior Post-holders are:

- The Principal
- The Vice Principal (Curriculum)
- The Finance Director

Whilst the Director of Governance is not a senior post-holder, he or she must be treated as a senior post-holder for the purposes of the Remuneration Committee in accordance with Clause 3.1.e of the Instrument of Government.

DELEGATIONS

Policy / decision	Role of Committee	Board Approval required
Committee Minutes	Approve	No
Committee Terms of Reference	Review and Recommend	Yes
General staff pay award	Recommends	Yes
SPH Remuneration	Recommends	Yes

Approved by the Governing Board: 3 December 2024