

REMUNERATION COMMITTEE

TERMS OF REFERENCE 2023-24

The **Committee's role** is to consider employment issues as they relate to the Principal and the Clerk.

The Corporation is bound by HM Treasury's 'Managing Public Money' (MPM) and other obligations arising from reclassification of the sector into the public domain.

The Committee notes the MPM requirements relating specifically to senior pay controls.

The Committee is an advisory Committee of the Corporation. Its **responsibilities** are:

1. To recommend to the Corporation rules for the conduct of the Principal and the Clerk.
2. To recommend to the Corporation systems for the appraisal of the Principal and the Clerk.
3. To recommend to the Corporation terms and conditions of service for the Principal and the Clerk.
4. To carry out a periodic review of the pay of the Principal and the Clerk and to make recommendations to the Corporation thereon.

MEMBERSHIP

- The Committee shall comprise of the Corporation Chair and Vice Chair, the Chair of the Audit & Risk Committee and a minimum of 2 other Governors, one of whom should have experience gained in commerce or industry or human resource management.
- The Principal, Staff and Student Governors of the Corporation may not be members of the Remuneration Committee.
- The Chair of the Corporation may not be Chair of the Remuneration Committee.
- The Committee may co-opt up to two Members who are professionals with significant relevant experience of human resource management at a senior level that has been gained in commerce or industry, and are preferably professionally qualified.
- Co-opted Members shall not be staff or students of the College or related to Governors of the Corporation or to any member of staff of the College. Co-option may be for a period of two years, but will be annually renewable.
- The Chair shall be appointed by the Corporation and shall work with the Clerk to Corporation to ensure that the agenda, any research and benchmarking activity and resultant papers for Committee consideration appropriately support effective decision making. The Chair may not be a Co-opted Member.
- A member who ceases to be a member of the Corporation for whatever reason will automatically cease to be a member of the Committee, unless the Corporation has approved their nomination to join the Committee as a Co-opted Member.

- The Committee will meet as often as is necessary to fulfil the Committee's responsibilities, but not less than once per year.

The quorum will be 3, and at least two of those present must be either External Governors or Co-opted Members.

- Agendas for the meetings shall be distributed 7 calendar days prior to each meeting.

BEHAVIOURS

- The Committee will be most effective when it includes members who are prepared to support, challenge, and warn Governors, and ask the right questions at the right time
- The Committee members, through the Chair, should make clear their expectations in terms of the information to be included in the meeting pack.
- The Committee has a right to scrutinise any activity within its terms of reference, which may involve engaging a third party to assist.
- The Committee has the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
- The Committee has a responsibility for the Corporation, in appointing members, to maintain the Committee's independence and objectivity.
- The Committee must not adopt an executive role.