

# WQE & Regent College Group

## REMUNERATION COMMITTEE

### APPROVED TERMS OF REFERENCE 2025

#### 1. The Committee's role is to:

- 1.1 act as an advisory Committee of the Corporation  
consider employment issues as they relate to the College's Senior Postholders – the Principal and the Director of Governance
- 1.2 consider relevant policies and procedures that require Corporation approval and, where agreed, recommend them for approval to the Corporation
- 1.3 operate within the parameters of HMT's framework for financial management 'Managing Public Money' and 'Guidance for approval of senior pay; senior pay controls process'
- 1.4 give due consideration to the Association of Colleges' Senior Post Holder Remuneration Code
- 1.5 demonstrate to the public, and to statutory bodies as appropriate, that the remuneration of Senior Post Holders (SPHs) is recommended by a committee that holds no personal interest in the outcome of its recommendations, and which gives due regard to the interests of the public and the financial health of the College

#### 2. The Committee's responsibilities are:

- 2.1 to recommend to the Corporation rules for the conduct of the Principal and the Director of Governance
- 2.2 to recommend to the Corporation systems for the appraisal of the Principal and the Director of Governance
- 2.3 to recommend to the Corporation terms and conditions of service for the Principal and the Director of Governance
- 2.4 to carry out a periodic review of the scope and scale of duties as outlined in role descriptions for Senior Postholders
- 2.5 to carry out a periodic review of the remuneration of the Principal and the Director of Governance respectively deploying the services of external specialists where necessary, to undertake research and benchmarking, and to make recommendations to the Corporation thereon.

#### 3. Membership

- 3.1 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
- 3.2 At least one member of the Committee should have relevant experience gained in commerce

or industry or human resource management

3.3 The Principal, Staff and Student Governors of the Corporation may not be members of the Remuneration Committee

3.4 The Chair of the Corporation may not be Chair of the Remuneration Committee

3.5 The Committee may co-opt one Member who is a professional with significant relevant experience of human resource management at a senior level that has been gained in commerce or industry, and is preferably professionally qualified.

3.6 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

3.7 The Committee Chair shall be appointed by the Corporation and shall work with the Director of Governance 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

3.8 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

3.9 The Committee will meet a minimum of twice a year, or as often as is necessary to fulfil the Committee's responsibilities. Any variation to the meeting pattern is subject to discussion and approval of the Corporation

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

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

3.12 The Director of Governance may not be in attendance at elements of meetings of Committee meetings where matters relating to their own role are discussed

3.13 Outside of the standard meeting pattern, the Committee Chair and its members retain oversight for the matters outlined within the terms of reference and the annual Business Plan and agree to convene the Committee at short notice for substantive matters which require urgent scrutiny, should the Corporation so authorise.

#### **4. Behaviours**

4.1 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

4.2 In planning for a Committee meeting, the Chair especially should be very clear as to why a

matter is on the agenda and what decisions the Committee is being asked to make

- 4.3 The Committee members, through the Chair, should make clear their expectations in terms of the information to be included in the meeting pack
- 4.4 The Committee has a right to scrutinise any activity within its terms of reference, which may involve engaging a third party to assist
- 4.5 The Committee has the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit
- 4.6 The Committee has a responsibility for the Corporation, in appointing members, to maintain the Committee's independence and objectivity. The Committee shall support the Corporation proactively with succession planning
- 4.7 The Committee commits to ongoing CPD in order to ensure it maintains a sufficient level of competence and awareness to fulfil its collective duties ongoing
- 4.8 The Committee must not adopt an executive role.

## **Appendix A**

### **Important reference documents for the Remuneration Committee**

- [Managing Public Money- HM Treasury](#)
- [Guidance for approval of senior pay](#)
- [Senior pay controls for colleges - GOV.UK](#)
- [AoC Code of Good Governance](#)
- [AoC Senior Postholder Remuneration Code - 2021](#)
- SFCA Workforce Survey
- AoC College Workforce Survey

### **Corporation reference documents:**

Appraisal and Salary Framework for the Principal and Director of Governance (Dec 2024)

### **Other relevant documentation for reference:**

[FE & Sixth Form College Corporations governance guide](#)

[College Financial Handbook](#)