

Remuneration Committee – Terms of Reference – 2025/2026

Purpose:

The purpose of the Remuneration Committee is to consider the terms, conditions, performance, and pay of any designated senior post holders; and to make recommendations to Corporation as appropriate.

Authority:

The Committee is established in accordance with paragraph 4 of the Articles of Government, known as “The Remuneration Committee”.

The Committee’s actions are open to scrutiny and approval by the full Corporation. The delegation of functions does not absolve the Corporation from accountability for the conduct and decisions of its committees. The Corporation remains responsible for the proper conduct of the College for undertaking its duties under the instruments and articles of government and for complying with the other legislation to which it is subject. The Terms of Reference of the Committee may be varied at any time by the Corporation.

Remit:

The Board has delegated responsibility to the Committee to:

Senior Post Holders

Be assured of / that:

- Annual appraisals of Senior Post Holders are carried out effectively, and that performance targets have been met and are monitored. **Reporting: Senior Post Holder Appraisal and Objectives.**
- Compliance with the AoC Senior Post Holders Remuneration Code (as adopted), and produce an annual Remuneration Report to the Board. **Reporting: Remuneration Committee Annual Report.**

Senior post holders have appropriate and confidential opportunities to engage directly with the Chair of the Board, as Board appointees. *The Chair of the Board is to periodically extend an invitation to each senior post holder to meet, providing a standing opportunity for open dialogue. This ensures that the onus is on the Chair to initiate contact, while allowing senior post holders the discretion to accept or defer the conversation. In addition, should there be a need, SPHs are welcome to approach the Chair at any point.* **Reporting: Senior Post Holder Reporting.**

Monitor:

- The level and structure of remuneration for Senior Post Holders, considering appropriate comparative data such as regional benchmarking and from the

AoC. Reporting: Senior Post Holder Salaries / AoC Senior Pay Survey / Various benchmarking reporting.

Recommend:

- The terms and conditions, including pay and remuneration, for Senior Post Holders, for Board approval. **Reporting: Senior Post Holder Salaries / Terms and Conditions.**

Approve:

- The objective setting process for the Senior Post Holders on an annual basis. **Reporting: Senior Post Holder Objective Setting Process.**
- Senior Post Holder objectives for the coming year, ensuring they are clear, transparent and measurable, along with being able to facilitate monitoring of progress and performance. **Reporting: Senior Post Holder Objectives.**
- Senior Post Holder role descriptions and person specifications and to determine the grading and conditions of service of Senior Post Holders. **Reporting: Senior Post Holder Recruitment.**

Policies

Recommend:

- Relevant policies relating to the remit of the Remuneration Committee which require Board / Committee approval, ensuring alignment to the College strategy. **Reporting: Policies.**

Risk

Have strategic oversight of:

- The Strategic Risk Register in relation to those risks under the Committee remit. **Reporting: Strategic Risk Register.**

Other

- To carry out matters in line with the above not specifically referenced, or as the Corporation refers.

Reporting:

The Director of Governance and Compliance will share Chair approved Committee minutes as part of the next Board Meeting for information. This shall be alongside the Chair's update, highlighting key points from the meeting.

Composition:

The Committee shall comprise a minimum of 4 members, including the Chair of the Corporation Board (however this member is ineligible to be the Chair of the Committee).

The Committee may invite the Corporation's advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

Frequency of Meetings

The Committee will meet not less than 2 times per year.

Quorum:

The quorum for meetings shall be 3 members.

If the number of Committee members falls below the quorum, the remaining members may temporarily co-opt additional member(s) to restore quorum, provided the Director of Governance and Compliance is notified immediately. If a member's absence is expected to last beyond one meeting, the Governance Committee will be asked to recommend a suitable governor for temporary appointment to the Committee, subject to Board approval.

Chair:

The Chair of the Committee will be appointed by the Corporation.

In the absence of the Chair and Vice Chair, the Committee will appoint another member to act as Chair for that meeting.

Vice Chair:

A Vice Chair will be appointed by the Committee at the first meeting of each academic year.

Clerk:

The Director of Governance and Compliance (or their nominee in their absence) shall act as Clerk to the Committee.

In the absence of the Clerk, the Committee shall agree temporary arrangements to fulfil the role.

Term of Office:

Appointment of members of the Committee will cease either; at the end of their term of office as a governor or following a review of Committee Membership approved by the Board.

Members may terminate their membership by notice of resignation to the Director of Governance and Compliance.

Other Arrangements:

The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

Papers, unless confidential / where appropriate, will be circulated to all meeting invitees in advance of a meeting.