

# REMUNERATION COMMITTEE



## TERMS OF REFERENCE – APPROVED BY THE BOARD 14 July 2025

### 1. PURPOSE

To advise the Governing Body on all matters relating to the employment of the designated 'senior post-holders' and the Director of Governance and Company Secretary. 'The senior post-holders are currently the Principal and CEO and the Chief Finance Officer (CFO).

### 2. RESPONSIBILITIES

- a) To establish and keep under review a policy framework for the employment of senior post-holders, including relevant remuneration, disciplinary, capability and grievance policies and procedures, within the overall framework for pay and conditions of staff approved by the Governing Body
- b) To receive and consider reports from the governors appointed to review the performance of the Principal and the Director of Governance on the performance of those officers
- c) To receive and consider reports from the Principal on the performance of the CFO.
- d) To recommend to the Board such changes in the pay and conditions of employment of the senior post-holders and Director of Governance, or any of them, as the Committee considers appropriate
- e) To recommend to the Board, the initial salary of any new appointee as a senior post-holder or as the Director of Governance
- f) To agree the annual objectives and consider the professional development needs of each of the senior post-holders and the Director of Governance and make recommendations to the Board where appropriate

### 3. MEMBERSHIP AND PROCEEDINGS

- a) The Committee will comprise a minimum of three and a maximum of four external governors.
- b) No meeting of the Committee will be quorate unless at least three members are present.

### 4. OFFICERS OF THE COMMITTEE

- a) The Committee shall elect as its Chair an external governor who is a member of the Committee.
- b) The Chair of the Governing Body may be a member of the Committee but shall not chair the Committee.

### 5. ACCESS TO INFORMATION AND ATTENDANCE AT MEETINGS

- a) The Committee has the right to access all the information and explanations that it considers necessary to fulfil its remit and may require the attendance at meetings of:
  - i. Any of the governors appointed to review the performance of the Principal or the Director of Governance;
  - ii. the Principal; or
  - iii. the Chief People Officer or another College manager.
- b) The Committee is authorised to obtain outside legal or other independent professional advice and to secure the attendance of external advisers at committee meetings if it considers this necessary.

- c) The Committee may invite such other persons to attend meetings as may be desirable and necessary
- d) Any staff member present at a meeting shall withdraw from the meeting when their own performance, pay and conditions and development needs are under discussion.

## **6. FREQUENCY OF MEETINGS**

The Committee will normally meet once a year.