

PEOPLE AND REMUNERATION COMMITTEE Terms of Reference

1. Membership and Quorum

- I. The Committee shall comprise a minimum of 3 and a maximum of 5 governors which shall include the Chair of the Corporation and the Vice Chair of the Corporation
- II. The Vice-Chair of the Board shall be the Chair of the Committee.
- III. The Governance Advisor shall function as Clerk to the Committee and shall keep appropriate records of its proceedings.
- IV. The Governance Advisor shall withdraw when their own salary, terms and conditions are under consideration. In this case, the Committee shall appoint a member present to act as clerk for those items.
- V. The quorum for a meeting of the Committee shall be 40% of the members of the committee.

2. In Attendance

- I. The Principal & CEO, shall be in attendance at the Committee, but shall withdraw when their own salary, terms and conditions are under consideration.
- II. The Vice Principal People, Organisational Development and Engagement shall be in attendance at the Committee, but shall withdraw as appropriate.
 - I. No person other than a member of the Committee or the Governance Advisor shall be entitled to attend meetings of the Committee except at the invitation of the Committee. Such invitation shall be extended normally to the following, all of whom will withdraw when the Executive team and Governance Advisor salaries, terms and conditions are under consideration
 - Deputy Principal – Education and Learners
 - Vice Principal – Finance, Resources and Regional Affairs
 - Vice Principal – People, Organisational Development and Engagement

3. Mode of Operation

- II. The Committee shall meet three times each year at least once per term and on other occasions, if deemed necessary.
- III. The agenda of each meeting shall be prepared by the Governance Advisor in consultation with the Chair of the Committee and the Principal and CEO. This will be circulated together with all relevant agenda papers to all members of the Committee at least seven days before each meeting.
- IV. Where matters of a sensitive or confidential nature are to be discussed at a meeting, the Governance Advisor, in consultation with the Committee Chair and if necessary the Chair of the Corporation, shall reserve these matters to a confidential agenda and subject to the rules as to quoracy set out above, to exclude any, or all, participants and observers, except the Governance Advisor. Details and papers of such agenda shall not be made non-confidential unless the circumstances which caused them to be considered as sensitive or confidential no longer pertain.

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- V. The Committee has no power to make spending decisions outside of the annual budgeting process. Any additional requirements to allocate resources are to be referred to the Corporation.
- VI. The Committee is entitled, wherever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules of quoracy above) to exclude any, or all, participants, and observers, except the Governance Advisor.

4. Duties

- Considering and advising the Board on the specific remuneration packages of the senior post holders with a view to ensuring that they are fairly rewarded for their individual contributions to the College’s overall performance, having due regard to the financial health of the College and public accountability. In so doing the Committee shall consider (inter alia) basic salary, benefits in kind, any performance related bonus (together with the appropriate performance criteria), pension provision, the terms, and conditions of each senior post-holder’s contract of employment and the remuneration of other management posts to try to ensure consistency in relativities.
- In addition, consideration will also be given to pay and employment conditions for staff across the College. The Annual AoC salary survey shall be used as a source of objective and comparative data and the Committee shall engage other independent expertise if required to provide appropriate benchmarking information.

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- Considering and recommending to the Board the approach and policy on the remuneration of senior posts.
- Receiving and considering reports on the outcomes of the annual appraisals of the Principal & CEO, Deputy Principal, Vice-Principal Finance, Resources and Regional Affairs, Vice-Principal People, Organisational Development and Engagement and the Governance Advisor and where appropriate, probationary reviews for these posts
- Considering and approving appropriate policies and procedures in relation to the employment of senior post-holders, including Grievance and Disciplinary procedures.
- Considering, advising on, and monitoring any temporary arrangements which are proposed to cover the whole or part of a designated senior post that has become vacant.
- Advising the Board on the arrangements and composition of the Selection Panel for senior post holder appointments.
- Preparing and submitting an annual report to the Board that meets the requirements of the Colleges' Senior Post Holder Remuneration Code.
- Reviewing and monitoring the College's employment policies and procedures and framework of pay and conditions for staff, with specific reference to the requirements of the Colleges' Senior Post Holder Remuneration Code.
- Considering and recommending the College's People Strategy to the Board.
- Reviewing and monitoring key performance indicators in relation to the College's human resource functions and staff development.
- Reviewing and monitoring the College's arrangements relating to Equality and Diversity including the gender pay gap.
- Considering and reviewing risks relating to the work of the Committee
- To consider any other specific issues referred to the Committee by the Board.
- To review the membership, terms of reference, operation, and effectiveness of the committee

5. Authority

The Committee is authorised by the Board to obtain legal or any other independent professional advice when it considers this to be necessary to conduct its remit more effectively.

6. Minutes

- I. Draft Minutes of all meetings of the Committee shall be prepared by the Governance Advisor in consultation with the Principal and CEO and Chair of the Committee and circulated as soon as practicable after the meeting to all members of the Committee.
- II. Draft minutes will normally be considered, amended if necessary, and then approved, at the following meeting of the Committee.

7. Report of Meetings

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- I. The Chair of the Committee in consultation with the Governance Advisor, shall prepare an update of the committee meeting, including any resolutions and recommendations passed by the Committee, and this report will be presented by the Chair of the Committee to the next meeting of the Full Board.

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