

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.
- II. Neither the Chair nor Vice-Chair of the Board shall be the Chair of the Committee, rather another serving governor on the committee shall be appointed by the group.
- III. The Director of Governance shall function as Clerk to the Committee and shall keep appropriate records of its proceedings.
- IV. The Director of Governance 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 Director of Governance 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
- II. No person other than a member of the Committee or the Director of Governance 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 Director of Governance salaries, terms and conditions are under consideration
 - Interim Principal and CEO
 - Deputy Principal
 - Vice Principal

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- Director of Organisational Development

3. Mode of Operation

- I. The Committee shall meet three times each year at least once per term and on other occasions, if deemed necessary.
- II. The agenda of each meeting shall be prepared by the Director of Governance in consultation with the Chair of the Committee and the Interim 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.
- III. Where matters of a sensitive or confidential nature are to be discussed at a meeting, the Director of Governance, 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 Director of Governance. 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.
- IV. 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.
- V. 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 Director of Governance.

4. Duties

- To review and determine the remuneration of employment of senior post holders and the Director of Governance
- To approve and ensure compliance with the College's Senior Post Holders remuneration policy.
- To provide an annual report to the corporation providing sufficient assurance that the committee has effectively discharged its duties.
- To monitor, through the appraisal process, the performance of the senior post holders and the Director of Governance and to agree performance objectives.
- To consider and approve the award of any performance related pay, bonus or additional benefits (including benefits in kind) for the senior post holders and the Director of Governance (seeking any additional approvals from the FEC)

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- To maintain and overview of the succession planning for the senior post holders.
- To consider and approve proposed changes to the senior management structure of the college prior to any changes being affected.

5. Authority and Assurance

To monitor and review the remit of the committee above in the event of organisational restructure and to provide assurance to the Board that the Senior Post Holder remuneration packages and the Senior Management structures are in the best interest of the college.

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 Director of Governance in consultation with the Interim 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, before the following meeting of the Committee.

7. Report of Meetings

- I. The Chair of the Committee in consultation with the Director of Governance, 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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