



Remuneration Committee Terms of Reference

Approved by Board on

18 September 2025

1 Membership

- 1.1 The Committee shall be appointed by the Board of Governors and shall have 5 members including the Chair of the Board of Governors.
- 1.2 Staff Governors, Student Governors and the Principal must not be members of the Remuneration Committee
- 1.3 The Committee may invite the Principal, external advisers or third parties to attend meetings of the Committee as appropriate (such persons shall not have the right to vote but may speak at the invitation of the Chair).
- 1.4 The Chair and membership of the Committee shall be appointed annually by the Board of Governors. In accordance with the Senior Staff Remuneration Code, the Chair of the Board of Governors shall not be appointed as the Chair of the Committee
- 1.5 The quorum for the Committee shall be three.
- 1.6 The Head of Governance shall normally act as Clerk to the Committee except when his/her own remuneration or conditions of services are being reviewed when a member of the Committee shall be nominated to take the minutes.
- 1.7 All members of the Committee will have equal voting rights. In the event of a tie, the Chair will have the casting vote.

2 Attendance at meetings

- 2.1 The committee may invite attendance at meetings from persons who are not Governors to assist or advise on a particular matter or range of issues, this may include Associate Members and members of college staff.

3 Frequency of meetings

- 3.1 The committee shall normally meet at least twice per year.

4 Voting at committee meetings

- 4.1 Only members of the committee may vote at committee meetings.

5 Appointment of Chair

- 5.1 The Chair of the committee will be appointed on an annual basis by the Board.
- 5.2 The Chair of the Board of Governors shall not be appointed as the Chair of the Committee

6 Terms of Reference

In relation to the Principal, Senior Postholders and the Head of Governance and in accordance with the provisions of the College's Senior Post Holder Remuneration Code and the rules set out in Managing Public Money (MPM) regulations relating to senior executive pay to:

- 6.1 Undertake an annual review of, and advise the Board on, the level of remuneration including basic salary, benefits in kind, annual bonus/performance related elements and pension provisions.
- 6.2 Determine the conditions of service including conduct, suspension, grievance, dismissal, retirement and periods of notice.
- 6.3 Determine and review the performance management framework and approve and monitor annual performance objectives.
- 6.4 Approve role descriptions and person specifications.
- 6.5 Approve individual severance arrangements.
- 6.6 Develop and keep under review a Remuneration Policy for approval by the Board.
- 6.7 Develop and review processes for succession planning in leadership.
- 6.8 Receive and recommend an annual report to the Board of Governors for approval.

7 Confidentiality

- 7.1 Due to the confidential nature of the business of the Committee all papers shall remain confidential to the Committee unless specifically agreed otherwise by the Board of Governors.

8 Notes

- 8.1 The Remuneration Committee does not act as the selection panel where there is a vacancy or expected vacancy in a senior post. Where such a vacancy exists or is expected to exist, the Board of Governors will appoint a selection panel in accordance with the Articles of Government.
- 8.2 The college will ensure that it meets the requirements of the DfE's College Financial Handbook in respect of setting executive pay. This includes adopting one of the designated remuneration codes, disclosing required information in statutory accounts and complying with the central government senior pay controls.
- 8.3 The college will also ensure that it complies with the most recent HM Treasury guidance for the approval of senior pay. This clarifies expectations that senior pay is set at appropriate levels to enable the public sector to recruit, retain and motivate the best people to deliver better outcomes for citizens whilst ensuring value for money for the taxpayer. General principles to be observed are included in this guidance and the committee will consider these when making decisions.