

## **APPENDIX F OF STANDING ORDERS**

### **Remuneration Committee Terms of Reference**

#### **1. Purpose**

To consider the terms, conditions, performance and pay of the CEO, designated Senior Post Holders and the Governance Manager. To do so in accordance with the AoC Colleges' Senior Postholder Remuneration Code, and in the context of GB MET's approach to rewarding all of its staff and the rate of increase of the average remuneration of all other staff.

#### **2. Membership**

- The Committee membership will comprise a minimum of three governors including at least the Chair or a Vice Chair of the Board and further external governors as appropriate.
- The CEO, staff governor and the student governor are not permitted to be members.
- The CEO may attend meetings to advise the Committee except for items relating to their pay and performance
- The meeting will be clerked by the Governance Manager.
- Other members of staff, including senior HR representatives, may be invited to attend to advise the Committee.

#### **3. Quorum**

- The quorum for the Committee will be three.

#### **4. Frequency of Meetings**

- The Committee shall meet twice in every academic year, usually in January and July.

#### **5. Responsibilities of the Committee**

The Board has delegated the responsibility to the Committee to:

- a. Advise the Board on the framework or policy for remuneration as set out in the SPH Remuneration Policy and the terms and conditions of service for the CEO, any other Senior Post Holders and the Governance Manager.

- b. Decide levels of pay and other benefits and terms of conditions of the CEO, other Senior Post Holders and the Governance Manager, in accordance with the Remuneration Policy for Senior Post Holders
- c. Receive reports from the Chair and the Chief Executive, and evaluate the performance and reward of Senior Post Holders and the Governance Manager, with reference to appraisal outcomes and other evidence to make that judgment.
- d. Consider any key risks associated with the Committee's remit and ensure that procedures are in place to manage these.
- e. Ensure compliance with the AoC Senior Post Holders Remuneration Code, recommending the annual Remuneration Report to the Board for approval.
- f. Ensure that all Remuneration Committee decisions are compliant with the College's obligations as an employer and align to the values of the organisation.
- g. Consider other issues relating to the remuneration of Senior Post Holders and the Governance Manager that are not specifically referred to above.

#### **6. Appointment of Chair**

- The Chair of the Board will recommend the appointment of a Committee Chair and Vice-Chair to the Board. These roles will be confirmed at the last meeting of the Board of Governors in the preceding year.

#### **7. Clerking of the Committee**

- The Governance Manager shall act as Clerk to the Committee except for items relating to their pay and performance, whereby a deputy Governance Manager shall be appointed who will be neither the CEO nor the Chair of the Board.

#### **8. Reporting to the Board**

- The Committee will report to the Board through its minutes. Any minutes not taken by the Governance Manager, due to their withdrawal from the meeting, will be circulated separately to Governors by the person who took them.

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| <b>Approval Date:</b> | 20 July 2020 RemCo meeting<br>27 July 2020 Board meeting |
| <b>Review Date:</b>   | September 2021   |