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Approved by:	Corporation	Date:	30 October 2023
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Review Date:	October 2025		
External Web Site appropriate:	YES		
Linked policies/College documents:	N/A		
Summary available:	NO		

NEWBURY COLLEGE CORPORATION REMUNERATION COMMITTEE TERMS OF REFERENCE

1. Membership

The Committee shall be appointed by the Corporation and shall consist of at least three members (or such other number at the Corporation may from time to time determine), all of whom are External.

- Co-options will be permitted in exceptional circumstances.
- Staff or student governors will not be permitted to serve on this Committee.
- The Chair and Vice Chair of the Board may serve on this Committee.
- The Chair of the Board may not serve as the Chair of the Committee.
- The chairs of the key committees (Finance and Resources, Curriculum and Quality, Audit and Strategic Development) will be invited to nominate representatives to join the Remuneration Committee and to provide input into the discussions.
- The Committee may invite advisers or other individuals to attend a meeting to provide information. The Principal can attend meetings for specific parts of the meeting to provide support for decision on other Senior Post Holders but will withdraw when his/her performance and remuneration are considered.

2. Quorum

The quorum will be 3 members and must include either the Chair or Vice Chair of the Committee.

3. Purpose

To fulfil the requirements of the Instruments & Articles and Code of Good Governance for English Colleges for the Corporation to determine the pay and conditions of service of senior post holders, including the CEO/Principal and the Clerk (including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff). Remuneration decisions should be informed by the financial position of the College, pay awards to other staff members, benchmarking data and by a recent performance appraisal

4. Appointment of Chair and Vice Chair

The Committee shall elect a Chair and Vice Chair from among its members. The Chair and Vice-Chair of the Remuneration Committee shall be appointed for a three-year period (or a period consistent with their term of office as a governor) by the Committee.

5. In Attendance

There is no requirement for any members of the Senior Leadership Team or staff to attend. If the discussion is around the performance and remuneration of the Clerk, the Clerk will be asked to leave the meeting and the discussion recorded by the Chair under a confidential minute.

6. Frequency of meetings

The Committee will meet at least annually and at other times as determined by the Chair or as requested by the Board.

7. Responsibilities

1. To confirm the definition of senior post holders and agree the individual post holders identified. It is noted that the appointment of senior post holders remains the responsibility of the full Board following nomination by the Principal and recommendation by the Committee.
2. To review and determine annually the remuneration and conditions of service of senior post holders taking into consideration:
 - The individual senior post holder's contribution to the overall performance of the College.
 - The individual senior post holder's contribution to the preparation and delivery of the College Strategic Plan.
 - The financial health of the College
 - Sector remuneration comparators
 - Pay awards made to other staff members
3. To review and determine annually the remuneration and conditions of service of the Clerk to the Corporation taking into account their annual appraisal, the financial health of the College and pay awards made to other staff.
4. To monitor the appraisal process of the senior post holders and the Clerk, and agree proposed objectives following consultation with Committee Chairs.
5. To oversee the application of any performance related pay scheme for senior post holders.
6. To consider proposed changes to the senior management structure of the College, with reference to nomination by the Principal for post holders to be considered as Senior Post Holders and as such appointed by the Board.
7. To consider the award of any additional benefits for Senior Post Holders.

8. To compile an annual report to the College's Governing Body, containing information detailed within the Remuneration Code for SPHs adopted by the Corporation in July 2019, following which a readily accessible annual statement based on this will be published.

The Committee should be able to obtain external professional advice when it deems it appropriate. There should be regular discussions of transparency.

8. Reporting Responsibilities

Recommendations from the Committee to the Corporation will be confidential and meeting minutes not distributed outside the Committee. Minutes will be retained by the Chair of Committee and made available, on request, for inspection by any Corporation member and the Director of Finance.

9. Review of Terms of Reference

The membership and terms of reference of the Committee shall be reviewed by the Committee biennially.

The Committee shall liaise with other Committees where necessary.

The terms of reference may only be amended by decision of the Board.