

## GO003 Terms of Reference – Remuneration Committee

<b>Policy number:</b>	GO003	<b>Policy Owner:</b>	Executive Director Governance, Compliance and Projects
<b>Approved by:</b>	SLT	<b>Date approved:</b>	October 2025
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<b>Linked policies/ documents</b>			

### Summary

The Remuneration Committee (“the Committee”) is a Committee of Newbury College Corporation and as such its actions are open to scrutiny and approval by the full Corporation. The Corporation and its Committees at all times will have due regard to the Seven Principles of Public Life and the requirements of the guidance set out in His Majesty’s Treasury’s ‘Managing Public Money’. The Remuneration Committee acts in a review and recommendation capacity. All decisions in respect of Senior Post Holder (SPH) Terms and Conditions are subject to full Board approval.

# GO003 Terms of Reference – Remuneration Committee

## 1. Membership

The Committee shall be appointed by the Corporation and shall consist of at least three members (or such other number as 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 operational 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 but they will have no voting rights. The Principal can attend meetings for specific parts of the meeting to provide support for decisions on other Senior Post Holders but will withdraw when his/her performance and remuneration is considered.

## 2. Quorum

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

## 3. Purpose

To fulfil the requirements of the Instruments and 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/Governance Professional (including, where the Clerk/Governance Professional is, or is to be appointed as, a member of staff).

Remuneration recommendations should be informed by the financial position of the College, pay awards to other staff members, benchmarking data and by 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 two-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/Governance Professional, the Clerk/Governance Professional will be asked to leave the meeting and the discussion recorded by the Chair under a confidential minute.

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights). The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice

and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

## 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. Review meetings of the progress against Goals and Objectives set for the Principal/Chief Executive (PCE) and SPH's will be held termly.

## 7. Responsibilities

1. To confirm the definition of senior post holders and agree the job description and personal specification of the individual. 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. The nomination of role holders and SPH's will be reviewed annually against the needs of the Corporation and recommended updates brought to the full Board.
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, including outcomes from a recent performance appraisal.
  - 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 based on recommendations made by the Chair of Corporation and PCE.
3. To review and determine annually the remuneration and conditions of service of the Clerk/Governance Professional to the Corporation taking into account their annual appraisal, the financial health of the College, and pay awards made to other staff based on recommendations made by the Chair of Corporation and PCE.
4. The Higher Education Senior Staff Remuneration Code November 2021 has been added as the code to use for setting Executive pay.
5. To set the goals and objectives for the PCE. To review and approve the goals and objectives of SPHs set by the PCE, which shall reflect the strategic objectives of the College.
6. To oversee the application of any performance-related pay scheme for senior post holders giving due regard to the interests of the public and the financial health of the College and ensure that it can be demonstrated that all decisions comply with the relevant guidance and regulations in place when the decision is taken.
7. 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 Corporation. This is to be reviewed annually.
8. To consider and make recommendations to the Corporation procedures for awarding additional benefits for Senior Post Holders.
9. To advise the Corporation of any compensation which may be payable in the event of early termination of a Senior Post Holder's employment, with the aim of avoiding the rewarding of poor performance, dealing fairly with cases where termination is not due to

poor performance, compliance with contractual requirements and compliance with Managing Public Money and statutory requirements.

10. 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 April 2023, and ensure a readily accessible annual statement is published.

## 8. Reporting Responsibilities

Recommendations from the Committee to the Corporation will be confidential, and meeting minutes will not be distributed outside the Committee. Minutes will be retained by the Clerk/Governance Professional 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 biannually by the Committee. The Committee shall liaise with other Committees where necessary. The terms of reference may only be amended by decision of the Board.