

## **APPENDIX F OF STANDING ORDERS – REMUNERATION COMMITTEE TERMS OF REFERENCE**

### ***Membership***

- The Committee membership will comprise a minimum of four governors including at least the Chair or a Vice Chair of the Board and two further external governors. The staff governor and the student governor are not permitted to be members.
- The quorum for the Committee will be three.
- The Committee shall appoint a Chair, who will not be the Chair or Vice Chair of the Board.
- 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 Clerk to the Corporation, except for items relating to their pay and performance, whereby a deputy Clerk shall be appointed who will be neither the CEO nor the Chair of the Board.
- Other members of staff, including the Director of Human Resources, may be invited to attend to advise the Committee.

### ***Frequency of Meetings***

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

### ***Terms of Reference***

The Board has delegated the responsibility to the Committee to:

- Advise the Board on the framework or policy for remuneration and the terms and conditions of service for the CEO, any other Senior Postholders and the Clerk.
- Decide levels of pay and other benefits and terms of conditions of the CEO, other Senior Postholders and the Clerk, in accordance with the Remuneration Policy for Senior Postholders and the Clerk;

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- Oversee the appraisal of the CEO, other Senior Postholders and the Clerk;
- Consider any key risks associated with the Committee's remit and ensure that procedures are in place to manage these;
- Consider other issues relating to the remuneration of Senior Postholders and the Clerk that are not specifically referred to above.

### ***Reporting***

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