



CORPORATION OF CITY COLLEGE

Remuneration Committee **Terms of Reference**

1. The Remuneration Committee is a committee of the Corporation established under the terms of clause 4 of the Articles of Government (2008).
2. The function of the Committee, is to advise the Corporation on its policy on performance, remuneration and on the specific remuneration packages of the Principal, other senior postholders and the Clerk to the Corporation, so as to:
 - a. ensure that all senior postholders are fairly rewarded for their individual contributions to the College's overall performance; and
 - b. demonstrate to the public that the pay of senior postholders is set by a committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the public and of the financial health of the College.
3. The role of the Committee is to provide a medium of public accountability, which is not controlled by College Management.

In discharging its role the Committee is also to be mindful of ensuring that the information received by it and all decisions taken are centred on improving the experience of students at the College and levels of achievement.
4. The Committee is required to meet at least once per year to carry out its responsibilities described in this document.

Membership and Operation

5. The Committee shall consist of six members appointed by the Corporation. Members will serve on the Committee for their term of office as a governor or as otherwise decided by the Corporation.
6. The Principal is not eligible for membership of the Committee. However, the Principal shall normally be invited to attend meetings of the Committee to discuss the outline of the remuneration package and that of any other senior postholder. The Committee may invite other senior postholders to attend meetings when necessary.

7. Membership of the Committee may include additional persons with relevant experience of executive pay and conditions of appointment who are not governors who have been recommended by the Search Committee, and approved by the Corporation, to be co-opted committee members of the Committee.
8. The Committee shall be served by the Clerk to the Corporation or his/her deputy.
9. The Chair shall be elected by the members of the Committee.
10. The quorum shall be three members. In the event of the Chair being unable to attend, the remaining members shall elect a Chair from among those present.
11. The Committee is entitled, wherever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules of quoracy in its terms of reference) to exclude any or all, participants and observers.
12. The Clerk to the Corporation shall serve the Committee. However the Clerk to the Corporation will be required to withdraw from that part of any meeting at which the Clerk's remuneration (or any other matter relating to the Clerk within the remit of the Committee) is to be discussed. In these circumstances, the Committee will appoint from its number a person to act as temporary Clerk to the Committee.
13. The Committee shall undertake an annual review of these terms of reference and recommend any changes needed to the Corporation for approval.

Authority

14. The Committee is authorised by the Corporation to seek any information it requires from any employee of the College.
15. The Committee is also 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.

Duties

16. The role of the Committee is to advise the Corporation on the remuneration packages of the Principal, Senior Postholders and the Clerk to the Corporation, and in so doing consider the following component elements:
 - a. basic salary;
 - b. benefits in kind;
 - c. annual bonus/performance related elements;
 - d. pension provisions; and
 - e. the main terms and conditions in each senior postholder's contract, with particular reference to the notice provisions.

17. The Committee shall evaluate annually the remuneration packages of the senior postholders against:
 - a. pre-established performance goals and objectives.;
 - b. an appropriate peer group.

For that purpose the Committee will review and assess performance target goals and objectives established before the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.

18. The Committee shall advise the Corporation on any compensation (including the augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Principal or any other senior postholder with the broad aims of:
 - a. avoiding rewarding poor performance; and
 - b. dealing fairly with cases where early termination is not due to poor performance.
19. The Committee shall review on a continuing basis the Corporation's policy in relation to all aspects relating to the remuneration of the senior postholders.

Public Statement

20. Acting on the advice of the Committee, the Corporation shall provide a summary of the policy on the remuneration of the senior postholder's in the Members Report and Accounts. The summary to be published shall include reference to:
 - a. the Corporation's policy on the remuneration of the senior postholder's;
 - b. details of the main component elements in the specific remuneration packages of each senior postholder.