

Exeter and North Devon Colleges Further Education Corporation

Remuneration Committee Terms of Reference

1. **Accountability and Purpose**

- 1.1 The Remuneration Committee is responsible to the Corporation.
- 1.2 Its purpose is to review and determine the remuneration package of the senior post holders and the Head of Governance and to advise the Principal/CEO on the senior management structure of the College.

2. **Membership**

- 2.1 The committee will comprise of the Chair of the Corporation, the Vice Chair of the Corporation and the Committee Chairs.
- 2.2 Co-options will be permitted and a co-opted member may serve as Chair of this committee.
- 2.3 The Chair of the Corporation and Vice Chair of the Corporation will not serve as Chair or Vice Chair of this committee.
- 2.3 The Principal/CEO, senior post holders, staff governors and student governors will not be permitted to serve on this committee.
- 2.5 The Chair and Vice Chair will be appointed from time to time by the Corporation.

3. **Meetings and Quorum**

- 3.1 The committee will meet at least twice a year and at other times as determined by the Chair or as requested by the Corporation Board.
- 3.2 Meetings of the committee may be held in person or virtually using a video conferencing platform.
- 3.3 The quorum will be 40% of members of the committee and must include the Chair or Vice Chair of the committee.
- 3.4 The Clerk to the committee will be the Head of Governance. The Head of Governance shall not attend the committee when their performance or remuneration is being considered. In these circumstances the Committee shall take a simple note of related decisions and provide these subsequently to the Head of Governance for inclusion in the minutes.
- 3.5 The Principal/CEO will attend Part A of meetings only for the purpose of providing advice and information for decisions about other senior post holders' remuneration. They will not be in attendance when their performance or remuneration is being considered.
- 3.8 The committee may invite advisers or other individuals to attend to provide information.

4. **Remit of the Committee**

- 4.1 To review and determine the remuneration and conditions of employment of senior post holders and the Head of Governance.

- 4.2 To approve and ensure compliance with the College’s Senior Post Holders pay policy.
- 4.3 To provide an annual report to the Corporation providing sufficient assurance that the committee has effectively discharged its responsibilities.
- 4.4 To monitor, through the appraisal process, the performance of the senior post holders and the Head of Governance and to agree performance objectives.
- 4.5 To consider and approve the award of any performance related pay, bonus or additional benefits (including benefits in kind) for the senior post holders and the Head of Governance.
- 4.6 To maintain an overview of the succession plan for the senior post holders
- 4.7 To consider and approve proposed changes to the senior management structure of the College prior to any changes being effected.
5. **Assurance**
- 5.1 To monitor and review the remit of the Committee as detailed above in the event of organisational reconfiguration and to provide assurance to the Board that the senior post holder remuneration packages and the senior management structure are in the best interest of the College.
6. **Reporting**
- 6.1 The committee will report to the Board that appropriate action has been taken.
- 6.2 Minutes of committee meetings will be considered confidential and will not be circulated to the Board or made available for public access in accordance with the Instrument and Articles of Government.
7. **Amendment**
- 7.1 These terms of reference may only be amended by decision of the Corporation.

Author	External Governance Adviser
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