



## **Terms of Reference of the Remuneration Committee**

### **Purpose of the Committee**

The purpose of the Remuneration Committee is to review all matters relating to the employment, pay and conditions of service, training and development of designated senior postholders and the Clerk of the Corporation, in accordance with the Articles of Government, and to make recommendations to the Corporation Board.

### **Membership of the Committee**

All independent members of the Board will be eligible to serve on the Committee. The membership of the Committee will be reviewed and determined as and when appropriate by the Board.

The Committee must comprise the Chair of Corporation and at least two other members. Co-opted members may also be appointed with relevant experience. The Clerk to the Corporation shall be the Clerk to the Committee.

The quorum necessary for the transaction of the business of the Committee shall be a minimum of two members of the Committee.

The Committee will normally meet at least once a year, on a date set in the calendar approved annually by the Corporation. Special meetings shall be called by the Clerk at the request of the Chair or any two Members under similar general rules as apply to Special Meetings of the Corporation.

Where it is known in advance of a meeting that a members with specific expertise will not be in attendance at the meeting, the Chair of the Committee, through the Clerk, may seek to identify one or more appropriate members of the Corporation who might be available, at short notice, to attend the meeting and the provide the relevant expertise. Individuals appointed to attend a meeting on this basis shall be counted in the quorum for the meeting.

The Committee is entitled, wherever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the quorum necessary) to exclude any, or all, participants observers or guests, except the Clerk to the Corporation.

### **Powers**

To determine the remuneration of the designated senior postholders and the Clerk (taking into account evidence of remuneration levels at comparable colleges, the College's and individuals' performance against targets and the College's financial position), and making recommendations to the Corporation;

To make arrangements for the appraisal, training and development of the designated senior postholders and the Clerk and to give a summary report to the Corporation on their completion.

To discharge any authority or responsibility of the Corporation in respect of discipline or grievances of senior postholders, including constituting the pool of Members from whom a Special Committee established under the Articles of Government shall be drawn, except that any other eligible Member may be co-opted for this purpose in the event of insufficient members of the Remuneration Committee being eligible or available.

Reviewed and approved by the Committee: 9 July 2019  
Reviewed and approved by the Corporation: 16 July 2019  
These Terms of Reference form part of the Manual of Governance