



REMUNERATION COMMITTEE TERMS OF REFERENCE

(Approved: September 2017, Last Review: March 2021)

1 Purpose

- 1.1 The purpose of the Committee is to determine on all aspects of remuneration for senior post holders
- 1.2 Any remuneration recommendations approved by the Committee to be put to the Trust Board for approval

2 Membership

- 2.1 The Committee shall comprise of up to three members and not less than two members.
- 2.2 The membership of the Committee shall be agreed on an annual basis at the last meeting of the Trust Board in each Academic year.
- 2.3 The quorum shall be two members.

3 Appointment of Chair

- 3.1 The Trust Board shall agree the Chair of the Committee on an annual basis.
- 3.2 In the absence of the Chair, members shall appoint a temporary replacement from among their number present at the meeting.

4 Appointment of Clerk

- 4.1 The Clerk to the Trust shall be the Clerk to the Committee.
- 4.2 In the absence of the Clerk, members will appoint a replacement for the meeting.

5 Meetings

5.1 Preparation

The Clerk to the Committee shall circulate to members the agenda and papers at least a week before each meeting.

5.2 Attendance

- (i) The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.

- (ii) Any Trustee may attend meetings of the Committee with the prior permission of the Committee's Chair.
- (iii) Only members of the Committee may vote at the meeting.
- (iv) Where necessary, the Chair may have a second or casting vote.
- (v) Members may participate in the meeting by telephone or video-conferencing, as permitted under Article 126.

5.3 Frequency of Meetings

The Committee shall meet as often as is necessary to fulfill its responsibilities.

5.4 Decision Making

- (i) Decisions and resolutions agreed by members to be recorded in the minutes of the meeting.
- (ii) Article 123 permits decisions to be taken by written resolutions (Article 126: *A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees*).

6 **Reporting Procedures**

- 6.1 The Clerk to the Committee shall make available minutes of meetings of the Committee to all Trustees.
- 6.2 The Chair of the Committee shall be responsible for giving an oral summary of the Committee's deliberations, if necessary, at meetings of the Trust.