



## **REMUNERATION COMMITTEE TERMS OF REFERENCE**

**(Approved: September 2017, Last Review: June 2023)**

### **1 Purpose**

- 1.1 The Committee to determine on all aspects of remuneration for senior post holders. Any remuneration recommendations must
  - (a) be fair, appropriate, and a justifiable level of remuneration, and
  - (b) be subject to Trust Board approval.
- 1.2 Where Trustees are paid in their capacity as being a senior post holder, the remuneration must be fully compliant with the Articles of Association (Articles 6, 6.7 and 6.8).
- 1.3 Other than the CEO and Executive Principal, as senior post holders, the Trust policy is not to pay Trustees for discharging their Trustee duties.
- 1.4 The Committee to oversee a framework for the reimbursement of expenses incurred by Trustees in discharging their Trustee duties.
  - (a) Trustees are entitled to receive reimbursement for expenses incurred while undertaking Trust business;
  - (b) Expense rates paid to Trustees will be the same rates that apply to College staff;
  - (c) Expense claims can be made to cover the costs incurred for attending meetings such as childcare costs, travelling to meetings, conferences, and training events. Trustees are expected to claim for the cheapest method of travel; and
  - (d) Any request for reimbursement of expenses to be made in the first instance to the Governance Professional.

### **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 Governance Professional**

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

## **5 Meetings**

### **5.1 Preparation**

The Governance Professional 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, other than Trustees who are senior post holders, 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 Governance Professional 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.