

## CITY COLLEGE NORWICH

### REMUNERATION AND GOVERNANCE COMMITTEE: TERMS OF REFERENCE

**Purpose:** To oversee and advise the Corporation on all matters relating to remuneration for Senior Post Holders (SPH(s)), the development of College Strategy and all corporate governance matters where so required, including the appointment of Governors.

**Chair:** The Chair of the Committee will be appointed by the Corporation. **To ensure the Committee's independence the Chair of the Governing Body is not permitted to Chair the Remuneration and Governance Committee but may attend as a member.**

**Membership:** The Committee shall comprise of at least 4 members which will include:

- The Chair of the Corporation
- The Chair of the Curriculum and Standards Committee
- The Chair of the Business Committee
- The Chair of the Audit and Risk Committee

Should a member hold two of these roles another member from the Business Committee will also attend.

**The SPH(s), Staff and Student Governors are not eligible to be members. The SPH(s) may be invited to attend meetings at the request of the Committee but must withdraw from any part of the meeting where their remuneration is discussed.** The Committee may also invite other persons to attend meetings in order to provide specialist information and technical advice. Such persons shall not have a vote but shall be entitled to speak.

The quorum for meetings for the Committee shall be 3.

The Director of Governance and Legal or the Administrator or a College Employee agreed by the Committee shall act as Clerk to the Committee.

**Frequency of meetings:** The Committee will meet once at least once a term and any additional meetings may be convened by the Chair as necessary.

#### **Terms of Reference:**

1. To review and ensure:
  - a. a fair, appropriate and justifiable level of remuneration
  - b. procedural fairness relating to remuneration
  - c. transparency and accountability concerning remuneration processes
  - d. compliance with the AoC's Colleges Senior Post Holder Remuneration Code
2. To ensure there is a robust and consistent process for setting objectives and assessing the SPH(s) contribution.
3. To review and oversee all performance evidence and objectives relating to the SPH(s) and to review any relevant data to ascertain an overall performance level.
4. To ensure that non-achievement of objectives or below expected performance is adequately addressed through performance management and to avoid rewarding poor performance

5. To have delegated responsibility for determining the policy for the remuneration package of the SPH(s) and for setting the remuneration for the SPH(s), ensuring the SPH(s) is fairly and justifiably recognised for the contributions to the achievements of objectives and outcomes of the College.
6. To produce an annual report for the Corporation, which should include Committee membership and attendance, the approach to which remuneration is set and the influencing factors, whether performance-related pay is or is not adopted, information about median pay across the College with related pay multiple information for CEO/Principal and any other relevant information that is deemed prominent for the academic year. This is to be published as part of the annual accounts.
7. To consider and make necessary recommendations on all matters relating to the suspension or dismissal of the SPH(s), severance payments and to seeking legal advice where necessary.
8. To oversee the effectiveness of Corporate Governance, Governance Structures and Compliance and make recommendations to the Corporation Board, including but not limited to the review of Standing Orders and Instrument and Articles.
9. To advise the Corporation on governor membership vacancies and any issues relating to membership of the Corporation, including overseeing the recruitment of members and the appointment/re-appointments of governors, making recommendations to the Corporation for approval.
10. To review and make recommendations to the Corporation on Board Succession Planning.
11. To review and develop Governor induction, development and training.
12. To consider and make recommendations to the Corporation on the Corporation's composition and balance and to ensure a self-assessment by the Corporation on its skills, as required.
13. To review and develop College Strategies and matters that relate to Governance issues.
14. To liaise with the Director of Governance and Legal regarding Governance matters as appropriate before reporting to the Corporation.
15. To monitor and review risk management for those areas that are the responsibility of the Committee.
16. To consider any other specific issues referred by the Corporation or the Principal to the Committee and report their findings and recommendations back to the Corporation.
17. To annually review the effectiveness of the Committee and the Terms of Reference for accuracy.

**Reporting to:** Corporation Board

Approved by the Board: 15/10/2019

Amended: November 2020, 29 March 2022