

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)) 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 normally comprise of 5 members which will include:

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

Composition of the Committee can be varied by the Board, subject to the caveats below, with the minimum numbers of members being 4.

SPH(s), Staff Governors and Student Governors are not eligible to be members. 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 a College Employee agreed by the Committee shall act as Clerk to the Committee.

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

Terms of Reference:

1. To review and ensure:
 - a. a fair, appropriate and justifiable level of remuneration for any designated Senior Post Holder
 - b. procedural fairness relating to determining remuneration
 - c. transparency and accountability concerning the remuneration processes
 - d. compliance with the AoC's Colleges Senior Post Holder Remuneration Code and HM Treasury's guidance on Managing Public Money as appropriate.
2. To ensure there is a robust and consistent process for setting objectives and assessing the extent to which the SPH(s) has met those objectives.

3. To determine objectives for the SPH(s) and to review any relevant data and performance evidence 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 from the Corporation for determining the policy for the remuneration package of the SPH(s) and for proposing to the Corporation, for approval, the setting of 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 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 and Terms of Reference.
9. To ensure that an annual assessment of the effectiveness of the Corporation and its committees is conducted and that appropriate actions are undertaken, as required.
10. 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.
11. To review and make recommendations to the Corporation on Board Succession Planning.
12. To advise on, monitor and support Governor induction, development, training and engagement.
13. To consider and make recommendations to the Corporation on the Corporation's composition and balance and to ensure that a skills audit of Governors is conducted, as required.
14. To review and develop College Strategies and matters that relate to Governance issues.
15. To liaise with the Director of Governance and Legal regarding Governance matters as appropriate before reporting to the Corporation.
16. To monitor and review any strategic risks that have been allocated and relate to the responsibilities of the Committee. To identify strategic risks as and when they arise. To advise the Corporation and/or the Audit and Risk Committee accordingly.

17. To consider or oversee any other specific issues the Committee deems relevant or referred by the Board or, in exceptional circumstances the Principal, via the Chair of the Corporation to the Committee and report their findings and recommendations back to the Corporation.
18. To annually review the effectiveness of the Committee and the Terms of Reference for accuracy.

Reporting to: Corporation Board

Approved by the Board: 15 October 2019, 2 July 2024, 1 July 2025

Amended: November 2020, 29 March 2022, 13 June 2024, 16 June 2025