CITY COLLEGE NORWICH

REMUNERATION AND GOVERNANCE COMMITTEE: TERMS OF REFERENCE

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

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 can 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 People and Culture 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.

Members of the Committee shall collectively possess sufficient skills, knowledge and experience to discharge the Committee's responsibilities. Appropriate training and development shall be undertaken where required.

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. The Director of Governance and Legal has been designated as a SPH and will not provide governance support to, nor be present for, any part of a meeting where their remuneration, performance, employment, or any related matters are being discussed. In such circumstances, they will withdraw from the meeting and appropriate alternative governance arrangements will be put in place.

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 (SPH)
   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) meet their objectives.

3. To determine objectives for SPH(s) and review any relevant data and performance evidence to ascertain overall performance.

4. To ensure that recommendations relating to SPH(s) remuneration are informed by objective evidence, including agreed objectives and key performance indicators, appraisal outcomes, organisational performance and appropriate benchmarking information.

5. To ensure that non-achievement of objectives or below expected performance is adequately addressed through performance management and avoid rewarding poor performance.

6. To ensure that SPH remuneration arrangements and recommendations are fair, equitable and free from unlawful discrimination and have due regard to equality, diversity and inclusion principles.

7. To have delegated responsibility from the Corporation to review and recommend to the Corporation the remuneration policy for SPH(s) and to make recommendations to the Corporation regarding the remuneration of individual SPHs, ensuring the SPH(s) is fairly and justifiably recognised for the contributions to the achievements of objectives and outcomes of the College. Final approval of remuneration decisions shall remain with the Corporation.

8. 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.

9. To annually review the roles designated as SPHs within the College and their job descriptions and recommend any changes to the Corporation for approval.

10. To consider and make recommendations to the Board in respect of the appointment of SPHs.

11. To consider and make necessary recommendations on all matters relating to the suspension or dismissal of SPH(s) and ensure that all SPH remuneration, severance and settlement recommendations comply with the requirements of the College Financial Handbook, HM Treasury guidance, DfE guidance and any applicable approval or notification requirements and seek legal advice where necessary

12. To undertake an annual review of compliance with the AoC Senior Post Holder Remuneration Code and recommend to the Corporation an annual statement of compliance or explanation of any areas of non-compliance.

13. 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.

14. To ensure that an annual assessment of the effectiveness of the Corporation and its committees is conducted and that appropriate actions are undertaken and to ensure that an External Governance Review is conducted at least every three years.

15. To advise the Corporation on Governor membership vacancies and any issues relating to membership of the Corporation, including succession planning, overseeing the recruitment of members and the appointment/re-appointments of Governors, making recommendations to the Corporation for approval.

16. To advise on, monitor and support Governor induction, development, training and engagement.

17. 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.

18. To review and develop College Strategies and matters that relate to Governance issues.

19. To liaise with the Director of Governance and Legal regarding Governance matters as appropriate before reporting to the Corporation.

20. To monitor and review any strategic risks that have been allocated and relate to the responsibilities of the Committee and alert the Corporation and/or Audit and Risk Committee of any strategic risks identified by the Committee.

21. 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.

22. To periodically 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, 20 October 2026
Amended:	November 2020, 29 March 2022, 13 June 2024, 16 June 2025, 21 September 2026