



## Remuneration Committee

### Terms of Reference

#### 1. MEMBERSHIP

1.1 The Committee shall be appointed by the Board and shall comprise:

Up to five (5) independent members (or such other number as the Board may from time to time determine) including the Vice Chancellor of the University ex officio.

1.2 Membership may include additional persons with relevant experience who are not Board members who have been recommended by the Search and Governance Committee, and approved by the College and University Board, to be Co-opted External Members of the Committee. It may not include University Group Staff or Student Governors.

1.3 The Committee may invite other persons to attend meetings as deemed appropriate.

1.4 Members of the Committee, who are members of the Board, shall, at the Board's discretion, serve for the same term of office as their appointment as a member of the Board.

1.5 Co-opted members of the Committee will be approved by the University Board and will serve for a period of up to four years, (the first 12 months of which will be a probationary period), after which time their membership will be reviewed.

1.6 Members shall serve for a period of one academic year and shall be eligible for re-appointment.

#### 2. QUORUM

2.1 A quorum for meetings of the Committee shall be three (3) members of which two must be external Board / Co-opted members. In the event of the Chair being unable to attend, the remaining members shall elect a Chair from among those present.

#### 3. FREQUENCY OF MEETINGS

3.1 Meetings shall be held not less than once a year.

3.2 Attendance is subject to exclusion, where appropriate, during consideration of 'reserved business items'.

#### 4. RESPONSIBILITIES OF THE COMMITTEE

4.1 The Committee shall review and advise the Board on its policy on executive remuneration and on the specific remuneration packages of designated senior postholders so as to:

4.2 ensure that designated senior postholders are appropriately rewarded for their individual contributions to the College's overall performance;

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## 6.2 Agendas and Papers

The agenda and meeting papers will be sent to members at least seven (7) days prior to the meeting. Members should forward any items for inclusion on the agenda to the Clerk to the Committee.

## 7. **REPORTING TO.2**