

PERFORMANCE & REMUNERATION COMMITTEE – Terms of Reference 2022-23

1. PURPOSE

To consider the terms, conditions, performance, and pay of any designated senior post holder and to make recommendations to Corporation as appropriate.

The Committee will take due regard to the 'Colleges' Senior Post Holder Remuneration Code' as adopted by the Board on 15th December 2020.

2. TERMS OF REFERENCE

- a. To consider and recommend to the Corporation policies for the conduct, discipline, grievance and dismissal of senior post holders.
- b. To agree and review annual performance objectives for senior post holders, on the advice of the Chair of the Corporation and Principal, as appropriate, and report these to the Corporation.
- c. To ensure that the performance reviews of senior post holders are carried out and monitored effectively.
- d. To consider the terms and conditions of employment, including pay and remuneration for senior postholders (in line with the SPH Remuneration Policy January 2021) and make recommendations to the Corporation having regard to comparative data from the Association of Colleges and / or any other relevant organisations for benchmarking purposes.
- e. To consider equal pay matters and ensure the College's Equality and Diversity Policy is taken into account when considering pay.
- f. To consider any compensation payments which may be payable in the event of early termination of the employment of any senior post holder in accordance with the Colleges Remuneration Code and the College's Senior Post Holder Remuneration Policy including seeking legal advice and advice from the external auditors and making recommendations to the Corporation.
- g. To consider any other matters related to senior post holders the Corporation may delegate to it
- h. To undertake an annual self-assessment against the terms of reference.
- i) To prepare an annual report on the activities of the Committee in accordance with the 'Colleges' Senior Post Holder Remuneration Code".

3. AUTHORITY

- 3.1 The Performance & Remuneration Committee is authorised to seek any information it requires from any Corporation Board Member, Committee of the Corporation, or employee of the College. All Corporation Board members and employees of the College

are required to co-operate with any reasonable request for information from the Committee.

- 3.2 The Performance & Remuneration Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise when necessary
- 3.3 The Chair of the Committee (or an agreed representative) will provide an overview of the work of the Committee to the next meeting of the Board, drawing attention to any issues of significance. The minutes of the meeting will also be provided to all members of the Board via the Governors Portal.
- 3.4 The Committee will also provide an annual report to the Board in line with the 'Colleges' Senior Post Holder Remuneration Code'

MEMBERSHIP & OPERATION

- 3.1 The Committee shall consist of at least two governors – including the Chair of the Corporation. Staff and Student Governors are not eligible for membership of the Committee.
- 3.2 Appointments of members of the Committee will cease at the end of their term of office, although they will be eligible for re-appointment if their membership of the Corporation is renewed.
- 3.3 The Committee may seek the services of external advisers and/ or invite other individuals to attend any P&R Committee meeting as it considers necessary to fulfil its responsibilities.
- 3.4 The Principal and Director of Governance (or another independent individual) shall be in attendance at the Committee meetings. Any senior post holder present at a meeting of the Committee shall be required to withdraw from that part of the meeting where his/her remuneration is being considered.

4. QUORUM

- 5.1 The Committee shall be quorate if both members of the P&R Committee are present (if there are only two members on the Committee) or alternatively 50% of the membership plus one (if there are more than two members) whichever is greater.

6. FREQUENCY OF MEETINGS

- 6.1 The Committee shall meet at least twice each year and as required in order to fulfil its responsibilities.

7. APPOINTMENT OF CHAIR

- 7.1 The Chair of the Committee shall be selected on an annual basis in accordance with the Corporation's Standing Orders. The Chair of the Corporation shall not be the Chair of the Committee (as outlined in the Colleges' Senior Post Holder Remuneration Code).
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