



TERMS OF REFERENCE: PERFORMANCE AND REMUNERATION COMMITTEE

1. The Performance and Remuneration Committee operates as a committee of the Corporation, with its actions and decisions subject to the Corporation's oversight and approval.
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3. The Committee follows the principles of the guidance as set out Colleges' Senior Post Holder Remuneration Code and takes into consideration the DFE Effective Senior Postholder Appraisal and Chairs Performance Reviews Guide.

The purpose of the Committee is to advise the Corporation on the appointment, performance, framework of pay, suspension, dismissal (and where appropriate – severance payments) and determination of the pay and conditions of service of the Chief Executive, Senior Post Holders and the Clerk to the Corporation.

Duties

4. To set and review Senior Post Holders and the Clerks' performance objectives, carrying out detailed consideration prior to presentation to the Corporation.
5. To have responsibility for reviewing the Senior Post Holder (SPH) Pay and Performance Policy.
6. To review and recommend to Corporation the individual remuneration package for the Chief Executive, Senior Post Holders and the Clerk to the Corporation, ensuring these three key elements:
 - a. A fair, appropriate and justifiable level of remuneration
 - b. Procedural fairness; and
 - c. Transparency and accountability.

Remuneration shall include pay, pension and any other terms and conditions of employment.

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8. The Committee should clearly outline the consequences where individuals do not deliver the expected contribution.
9. To ensure that severance terms on exit, for the Chief Executive and Senior Post Holders comply with best practice and relevant approval is sought through the DfE as required. Any payments made, are fair and reasonable to the individual, and the Group, are justifiable and do not expose the Group to significant liability.
10. The Committee has sufficient resources in order to carry out its duties and when reviewing remuneration, consider the value delivered by an individual acting within a role, which could include:
 - Complexity of role;
 - Impact on students, research, finances and people, including employees, partners and citizens;
 - Discretion (level of accountability, degree of autonomy and decision-making authority);
 - Levels of experience

- Knowledge and skills (including specialist skills) required
 - Reputation and academic/professional credibility needed for the role
 - An ability to recruit and retain key staff; and
 - External comparisons (benchmarking data in respect of comparator institutions with a similar turnover and demographic).
 - Drive for value for money
11. To make sure any income obtained by staff representation on external bodies and boards is disclosed and explained.
 12. Posts designated as senior posts are formally reviewed annually.
 13. To ensure the Chief Executive, Senior Post Holders and the Clerk to the Corporation adhere to the College's Expenses Policy.
 14. To produce and present an Annual Report from the Remuneration Committee to provide assurance to the Corporation the Committee has effectively discharged its duties and responsibilities. This should include justification for the total remuneration package.
 15. Any recommendations are made in line with the HM Treasury Guidance for approval of senior pay: senior pay controls process.

Membership and Operation

16. The membership of the Remuneration Committee shall comprise of the Chair of the Corporation, Vice Chair of the Corporation and Chairs of each of the Corporation Committees.
17. All Committee members must be independent.
18. The Corporation shall appoint a Committee Chair who shall not be the Chair of the Corporation.
19. Only members of the Committee have the right to attend meetings, however the Chair shall have the power to invite other individuals to attend any meeting if deemed appropriate to the business, such as the Chief Executive, Deputy Chief Executive and any external advisors to attend all or part of the meeting.
20. Quoracy is 50% of the Committee membership (rounded up if necessary) to a minimum of three Members. In the event of the Chair being unable to attend, the remaining members (excluding the Chair of Corporation) shall elect a chair from among those present.
21. The Committee shall be served by the Clerk to the Corporation.
22. Where the Chief Executive, any Senior Post Holders or the Clerk to the Corporation are in attendance, they shall withdraw from that part of the meeting at which their performance, remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
23. The Committee is entitled, wherever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules of quoracy above) to exclude any, or all, participants and observers, except the Clerk to the Corporation.



24. These Terms of Reference must be read in conjunction with the Instrument and Articles of Government, the Corporation's Standing Orders and the College's Financial Regulations from time to time.

25. The Committee shall undertake an annual review of these terms of reference and recommend any changes needed to the Corporation for approval.

Revision History: -

Reviewed by the Clerk in line with the Colleges' Senior Post Holder Remuneration Code: February 2019

Approved by the Corporation: March 2019

Reviewed by the Remuneration Committee on 23 September 2025

Approved by the Corporation on 22 October 2025