



**SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE**  
**FURTHER EDUCATION CORPORATION**

**REMUNERATION COMMITTEE**

**TERMS OF REFERENCE**

**1. MEMBERSHIP**

1.1 The membership shall be:

Chair of Corporation  
Vice-Chair of Corporation  
4 Governors

1.2 The Committee must be independent, competent and should not be chaired by the Chair of the Corporation.

1.3 The Committee must be comprised of people who are independent of the College's management i.e. external members of the Corporation.

1.4 Members shall be appointed annually by the Corporation and shall select the Chair from amongst them.

1.5 The Group Chief Executive Officer and Executive Principal, College Principal, Staff and Student Members must not be members of the Remuneration Committee.

1.6 The Group Chief Executive Officer and Executive Principal shall normally be invited to attend meetings of the Committee but shall withdraw from meetings when his/her remuneration is considered.

1.7 The Committee may invite other Senior Post Holders to attend meetings where necessary and they too shall withdraw when their remuneration is considered.

1.8 The Committee may invite other persons to attend meetings where necessary.

**2. ACCOUNTABILITY AND PURPOSE**

2.1 The Remuneration Committee is responsible to the Corporation. The main purpose of the Committee is to advise the Corporation on the remuneration, terms and conditions and performance of the holders of senior posts, these being the Group CEO & Executive Principal, College Principal and the Clerk to the Corporation.

**3. ROLE OF THE COMMITTEE**

The role of the Remuneration Committee is:

- 3.1 To recommend to Corporation for approval the remuneration for Senior Post Holder positions, these being the Group CEO & Executive Principal, College Principal and the Clerk to the Corporation.
- 3.2 To ensure compliance with The College's Senior Post Holder Remuneration Code; prepare an annual report to the Corporation based on the requirements of this Code and provide sufficient assurance to the Corporation that the Committee has effectively discharged its responsibilities.
- 3.3 To maintain an overview of SGS succession plan for senior posts and other key positions.
- 3.4 To consider any other related matters referred to the Remuneration Committee by the Corporation.

**4. MEETINGS AND QUORUM**

- 4.1. The Committee shall hold meetings as frequently as it decides is appropriate to discharge its functions effectively but shall hold at least one meeting per year.
- 4.2 The quorum for a meeting of the Committee shall be three members.
- 4.3 All meetings shall be conducted to an agenda approved by the Chair.
- 4.4 The agenda for each meeting shall be prepared by the Clerk in consultation with the Chair of the Committee and circulated together with all relevant agenda papers to all members of the Committee at least 7 days before each meeting.
- 4.5 Agendas, minutes and papers of the Remuneration Committee will be held as permanent confidential items and will neither be subject to review nor put into the public domain.

**5. REPORTING PROCEDURES**

- 5.1 The Clerk to the Corporation shall be the Clerk to the Remuneration Committee but will not be present for any decisions relating to remuneration and conditions of employment of the Clerk to the Corporation. The Committee Chair will provide minutes of this part of the meeting.
- 5.2 Remuneration Committee minutes shall be included as a confidential item in Corporation papers and reported upon at Corporation meetings.

Originator:	Clerk to the Corporation
Date of latest review:	October 2023
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Approved by:	Corporation

Review interval:	Annually
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