

LEEDS CITY COLLEGE GROUP

REMUNERATION COMMITTEE TERMS OF REFERENCE

1. Background and Objective

- 1.1 The Remuneration Committee is a committee of the Board established under the terms of clause 4 of the Articles of Government.¹
- 1.2 The purpose of the Remuneration Committee ('the committee') is to advise the Board on the remuneration and conditions of service of Leeds City College Group ('group') executive members.²
- 1.3 The committee will operate in accordance with these terms of reference until such date as determined by the Board.

2. Membership

- 2.1 The Remuneration Committee shall consist of up to five members made up of:
 - Chair of the Board (ex-officio)
 - At least one and up to two other governor members
 - Up to two co-opted members with appropriate expertise
- 2.2 Staff and student governors are ineligible for membership of the Remuneration Committee.
- 2.3 A governor's term of office as a member of the committee shall last until the expiry of their term of office as a governor unless s/he has been appointed for a further term of office as a governor. The co-opted members (if any) will be appointed for a period of twelve months, following which they will be eligible for reappointment by the Board.
- 2.4 The Board will review membership of the committee from time to time and may make changes as it sees fit.
- 2.5 Members of the group executive may be invited by the Chair to attend meetings of the committee to present specific reports, information or recommendations. For the avoidance of doubt, any executive member present shall withdraw from that part of the meeting at which their own remuneration is under discussion and take no part in related decision making.

3. Election of Chair

- 3.1 The Chair of the Board shall serve as Chair of the Remuneration Committee. In the absence of the Chair, the members present shall choose someone from among themselves to act as Chair for that meeting.

4. Frequency of Meetings, Notice and Quorum

- 4.1 The committee shall meet at least twice in each academic year. Additional meetings may be called as necessary in agreement with the Chair.
- 4.2 Written notice of each meeting, an agenda and supporting papers shall be circulated no later than five working days before the date of the meeting.

- 4.3 The quorum for meetings of the committee shall be two members, including the Chair or at least one other governor member.

5. Responsibilities of the Committee

- 5.1 To review annually and advise the Board on the remuneration policy for group executive members including but not limited to:

- basic salary
- benefits in kind
- annual bonus/performance related elements
- pension provisions

taking account of pre-established performance targets and an appropriate peer group and having regard to pay and conditions across the group, especially when determining any annual salary increases for executive members.

- 5.2 To ensure that remuneration policies, practices and principles are in the long term interests of the group and are appropriate to attract, reward and retain a talented group executive.

- 5.3 To advise the Board on any compensation (including pension benefits) which may be payable in the event of the early termination of the employment of any group executive member with the broad aims of:

- avoiding rewarding poor performance
- dealing fairly with cases where early termination is not due to poor performance

- 5.4 To advise the Board on the terms and conditions of group executive members, including procedures relating to grievance, discipline and dismissal.

- 5.5 To determine arrangements for the annual appraisal of the Chief Executive/Principal and to ensure that appraisal arrangements are in place for other group executive members.

- 5.6 To set annual performance targets for group executive members, including those to be set for the purposes of performance related pay, ensuring consistency with the long term aims and risk appetite of the group.

- 5.7 To deal with any matters specifically referred by the Board.

6. Clerking Arrangements

- 6.1 The Clerk to the Board (or nominee) shall act as Clerk to the Remuneration Committee.

7. Reporting to the Board

- 7.1 Any recommendations made by the committee will appear as separate items on the agenda for the next ordinary meeting of the Board.

8. Review and Approval

- 8.1 The terms of reference of the Remuneration Committee will be reviewed on an annual basis and recommendations made to the Board as appropriate.

9. Other Matters

9.1 The committee shall:

- Ensure that new and existing members receive appropriate training in all aspects of the committee's responsibilities
- Conduct an annual review of the committee's effectiveness against its Terms of Reference
- Maintain and operate to an annual reporting cycle which covers all key matters as per the committee's Terms of Reference

9.2 The committee shall have the right of access to obtain all the information and explanations it considers necessary, from whatever source (including legal or other professional advisors) and at the group's expense, to fulfil its remit.

¹ *As a committee of the Leeds City College Group, the Remuneration Committee's remit encompasses Leeds City College, Keighley College, Leeds College of Music and the White Rose Academies Trust.*

² *Group executive members are as follows:*

Group CEO & Principal (designated senior post holder)

Deputy CEO Curriculum & Quality

Deputy CEO Services

Vice Principal Curriculum

Principal & MD, Leeds College of Music

Executive Principal, White Rose Academies Trust