

SENIOR STAFF SALARIES COMMITTEE TERMS OF REFERENCE

1. Purpose

The Corporation delegates to this Committee the consideration of Senior Staff Salaries including the pay of the Principal, Deputy Principal Finance and resources and the Clerk to the Corporation (excepting the cost of living pay rise). This Committee makes recommendations to the Corporation in respect of these matters.

2. Membership

2.1 The committee shall consist of at least 3 members. In addition, external individuals may be co-opted.

2.2 Terms of office of members of the committee shall last until the expiry of their term of office as a Board member unless he/she has been appointed for a further term of office.

2.3 Co-opted members of the committee will be appointed by the Board and will hold office for a period of one year, following which they will be eligible for reappointment.

2.4 The Board will review the membership of the committee from time to time and may make changes as it sees fit.

2.5 In accordance with the SPH Remuneration Code membership must include the College's Chair but not the Principal.

2.6 Staff and Student Members are excluded from membership of the Committee.

3. Election of Chair and Vice-Chair

3.1 The Chair and Vice Chair of the Committee will be selected by the Committee, for a term not exceeding 4 years.

3.2 The retiring Chair and Vice Chair will be eligible for re-appointment.

3.3 In accordance with the SPH Remuneration Code the Chair of the Committee shall not be the Chair of the Corporation.

4. Frequency of Meetings and Quorum

4.1 The Senior Staff Salaries Committee shall meet at least once a year. Additional meetings may

be called as necessary in agreement with the Chair.

4.2 The quorum for meetings of the committee shall be three members.

5. Responsibilities of the Committee

5.1 The Committee shall review and determine the Corporation's policy on executive remuneration and advise on the specific remuneration packages of senior post holders so as to:

- ensure that senior post holders are fairly rewarded for their individual contributions to the College's overall performance; and
- demonstrate to the public that the pay of senior post holders is set by a committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the public and of the financial health of the College

5.2 It shall provide a medium of communication, through the annual report and accounts, to the public, which is not controlled by College management.

5.3 The Principal shall normally be invited to attend meetings of the Committee save where his/her remuneration package is being considered. The Committee may invite other senior post holders to attend meetings when necessary.

5.4 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the College and all employees of the College are directed to co-operate with any request made by the Committee.

5.5 The 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 if it considers this necessary. The Corporation may also require experts to be present and to advise when drafting disclosures to be made in the Corporation's report and accounts.

5.6 The Committee shall advise the Corporation on the specific remuneration packages of the Principal and other senior post holders and advise the Corporation on the framework for SPH remuneration, and in so doing shall consider the following component elements:

- basic salary
- performance related elements
- pension provisions
- its choice of comparator college(s)

the main terms and conditions in each senior post holder's service agreement, with particular reference to the notice provisions

5.7 In evaluating annually the specific remuneration packages of the Principal and other senior post holders, the Committee will consider a range of terms, including:

- pre-established performance goals and objectives;
- the college's performance;
- affordability; and
- any other relevant market consideration

5.7 The Committee can make recommendations about the pay of Senior post holders, and report on such decisions to the Corporation having regard to comparative data from the AoC for benchmarking purposes.

5.8 The Committee may recommend for approval by the Corporation recognition payments to senior post holders in exceptional circumstances where the Committee deems that appropriate work has been undertaken to deserve such a payment.5.8 The Committee shall advise the Corporation on any compensation (including the possible augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Principal or any other senior post holder with the broad aim of:

- avoiding rewarding poor performance
- dealing fairly with cases where early termination is not due to poor performance
- sustaining the College's reputation

5.9 The Committee shall review on a continuing basis the Corporation's policy in relation to all aspects relating to the remuneration of the Principal and other senior post holders.

5.10 The Committee shall review the performance of the Senior Post Holders for the past academic year and the objectives for the forthcoming year and ensure that annual appraisals are carried out effectively.

5.11 In accordance with the SPH Remuneration Code, the Committee shall provide an Annual Report on the activities of the Committee.

6. Clerking Arrangements

6.1 The Clerk to the Corporation shall act as Clerk to the Committee, except where business relating to the Clerk is under consideration, and in such instances a member of the Committee shall act as the Clerk.

7. Reporting to the Board

7.1 The minutes of each meeting of the Senior Staff Salaries Committee shall be presented to the next ordinary meeting of the Board.

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

8. Review and Approval

8.1 The terms of reference of the Senior Staff Salaries 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
- 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 be subject to all the normal provisions for Committees, as set out in the Corporation's Standing Orders