

Remuneration Committee

Terms of Reference

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Approval History

Version	Date	Comments	Approver
V0.01	22/02/2017	For initial review by Nominations & Governance Committee	
V0.02	08/03/2017	Incorporating changes from Nominations & Governance Committee	Nominations & Governance Committee
V1.00	30/03/2017	Presented for Board of Trustee Approval	Board of Trustees
V2.00	08/03/2018	Updated membership	Nominations and Governance Committee (on 25/01/18)
V3.00	07/06/2018	Minor edits and annual reapproval	Nominations and Governance Committee
V3.01	10/01/2019	Updated membership	Nominations and Governance Committee
V4.00	25/01/2019	Approved with further small amendments	Nominations and Governance Committee
V5.00	27.06.2019	Annual Remuneration Committee re-approval (incl. minor change)	Remuneration Committee

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1. Key Purpose

The Remuneration Committee is established as a sub-committee of members of the Board of Trustees. Its remit is to oversee the policy and arrangements for determining the pay of the Principal and the Senior Leadership Team, which both ensure that such staff are appropriately remunerated in terms of their recruitment, retention and motivation, and which are robust and appropriate use of the Institutions funds.

Its responsibilities are subject to the over-arching governance of UCEM led by the Principal and the powers and functions of the Board of Trustees.

2. Terms of Reference

Subject to its overall guidance and approval, the Board of University College of Estate Management charges the Remuneration Committee with the following functions:

- 2.1 To ensure that decisions made by the Remuneration Committee comply with all aspects of the CUC Remuneration Code.
- 2.2 To determine all aspects of the remuneration (Base pay, performance-related payments and pensions) of the Principal, based on consideration of performance against the objectives set each year.
- 2.3 To review and approve all aspects of the remuneration (Base pay, performance-related payments and pensions) of employees earning in excess of £100,000, based on consideration of performance against the objectives set each year.
- 2.4 To receive an overview report on all staff remuneration (Base pay, performance-related payments and pensions) taking into account salary survey information where appropriate to benchmark against comparative roles in other institutions.
- 2.5 The committee will obtain external, specialist advice on the appropriateness of salary levels of staff under its purview when necessary.
- 2.6 To prepare an annual report of the Committee's decisions to the Board each year.

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3. Reporting

The Committee reports to the Board of Trustees after each meeting in relation to its terms of reference, and provides an annual report to the Board.

4. Membership of the Remuneration Committee

Name	Title
Jat Brainch	Treasurer (Chair), Independent Trustee
John Gellatly	Chairman of Trustees
Stephen Jackson	Vice Chair

5. Attending As Observer/Invitee

Name	Title
Ashley Wheaton	Principal and Ex-Officio Trustee attending by invitation of the Chair and where of value to the Committee (Except for when item 2.2 on the Terms of Reference is considered)
Lisa Wilks	Head of Human Resources
TBC	Periodic invitations will be issued to Trustees, University College Staff and/or advisers where relevant for a specific agenda item

6. Quorum/Decision Making

For the Remuneration Committee to be quorate, not less than 50% of those entitled to vote must be present, along with the Chair (or a nominated designate). This excludes those attending as observer or by invitation.

Decisions will be made by way of consensus, with the Chair carrying the casting vote.

7. Frequency of Meetings

The Remuneration Committee will normally meet a minimum of once in each calendar year. Dates of meetings will be appropriate to the cycle of business and, where relevant, to UCEM Board of Trustees meetings.