



CONSTITUTION: REMUNERATION COMMITTEE

1. COMPOSITION

1.1 Members appointed by the Corporation: -

Members of the Finance and Resources Committee excluding the Principal and any staff or student members.

1.2 Co-opted members: -

The Chair shall have the power to co-opt additional Corporation members other than the Principal, staff or student members, for any meeting of the committee in order to ensure a quorum.

2. CONDUCT

2.1 The committee shall appoint a Chair from amongst its members at its first meeting in each academic year or, if the position becomes vacant, at the first meeting following the vacancy occurring. The member appointed shall serve as Chair until the next election of a Chair takes place or he / she ceases to be a member of the committee. If the Chair is unable to attend a meeting, he / she may nominate a deputy to take the chair in his / her place. In the absence of the Chair and a nominee, the committee members present at a meeting may appoint a member to act as Chair of the meeting.

2.2 The PA to the Principal / Executive Secretary to the Senior Team shall act as Clerk to the committee.

2.3 The committee shall meet at least annually at intervals determined by the Chair in consultation with the Principal and / or Clerk to the committee. Additional meetings may be called at the request of a majority of the committee's members.

2.4 The notice and agenda for a meeting of the committee shall be circulated by the Clerk to all members of the committee not less than ten days before the meeting. Any items, motions or reports for the Agenda must be submitted by members at least three weeks before the meeting at which they are to be considered. Items so submitted should be accompanied by a short explanatory note. Items which are submitted late may be included on the agenda at the discretion of the Chair of the committee. Where the Chair so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice and agenda are given within such period, being less than ten days, as he / she specifies.

- 2.5 A special meeting of the committee may be summoned by the written request to the clerk of a majority of the committee's members or the Chair and the clerk shall give not less than three clear working days notice of such a meeting. Members of the committee initiating a special meeting shall state in writing the purpose for which it is to be convened and it shall consider no other business.
- 2.6 The quorum for any meeting of the committee shall be three members.
- 2.7 If the number of members of the committee assembled for a meeting does not constitute a quorum, the meeting shall not be held.
- If in the course of a meeting of the committee the number of members present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 2.8 If for lack of a quorum a meeting cannot be held or as the case might be cannot continue, the Chair shall if he or she thinks fit call a special meeting to be summoned as soon as conveniently possible.
- 2.9 Decisions taken by the committee shall be by a show of hands unless a resolution be passed that a secret ballot take place. In the event of equality of votes on any issue the person presiding at the meeting shall have a second or casting vote.
- 2.10 No resolution of the committee may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a substantive item of business on the agenda for that meeting.
- 2.11 The validity of any proceedings of the committee shall not be affected by any vacancy amongst the members of the committee or by any defect in the nomination, election or appointment of a member.
- 2.12 The committee may establish such sub-committees as it sees fit and determine their membership and functions. Such sub-committees may include persons who are not members of the Corporation.
- 2.13 The Clerk to the committee shall keep a record of all meetings and shall submit copies of the committee's minutes to the Corporation.
- 2.14 The Chair of any meeting of the committee shall, if he / she agrees the minutes to be an accurate record, shall sign them as a true record.
- 2.15 In considering any matter in which a member of the committee has or has had a personal interest, he / she shall declare the interest and shall, if the committee so determines, take no further part in the debate or any vote which may follow it.
- 2.16 The committee shall be allowed to make decisions outside of formally constituted meetings subject to such decisions having the written agreement of all committee members. All decisions taken in this way shall be reported and recorded at the next meeting of the committee.

3. FUNCTIONS

The function of the committee shall be to consider and advise the Corporation on the remuneration and other terms and conditions of Senior Postholders and the Clerk to the Corporation.

4. TERMS OF OFFICE

4.1 Members of the committee appointed by the Corporation shall hold office until: -

- a) he / she ceases to be a member of the Corporation or the Finance and General Purposes Committee;
- b) his / her membership of the committee is terminated by the Corporation;
- c) he / she ceases to be eligible to serve on the committee;
- d) he / she is replaced by the Corporation as a member of the committee.

5. ADMISSION TO MEETINGS

The arrangements for admitting non-members to meetings of the committee shall in accordance with the Corporation's policy on such admissions as determined from time to time.

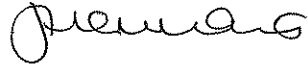
The Committee may invite holders of Senior Posts, the Clerk to the Corporation and / or their representatives to give advice on the issues before it. Since attendees shall take no part in the discussions or decisions of the Committees.

6. PUBLICATION OF PAPERS

Papers of the committee which relate to named or recognisable individuals shall be withheld from publication.

This Remuneration Committee will have due regard of the need to: -

- eliminate unlawful discrimination, harassment and victimisation and any other conduct prohibited by legislation;
- advance equality of opportunity between people who share a protected characteristic and people who do not share it; and
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- foster good relations between people who share a protected characteristic and people who do not share it.



**JANET HEMMANT,
CLERK TO THE CORPORATION**

DATE

11 JANUARY 2017