

Remuneration Committee

Reports to	Board of Trustees
Minutes	Confidential (not published)
Frequency of meetings	2 meetings per annum

Membership

Chair	Vice-Chair of the Board	Martin Hitchin
Co-options	<p>The Committee is authorised by the Board of Trustees to obtain external professional advice if it considers this necessary.</p> <p>Additional specialist members (who may be other Board members with the requisite skills) may be co-opted for one year, renewable for one additional year and exceptionally (to a maximum of one co-opted member) for one further additional year.</p>	Christian Morgan-Jones
Members	<p>The Chair of the Board</p> <p>One independent member of the Board of Trustees, nominated by the Nominations Committee</p>	<p>Terence Jagger</p> <p>Yasmin Ali</p> <p>Elena Liquete</p>

In Attendance	The Director of Human Resources
Ex Officio	
Secretary	The Company Secretary

Meeting Protocols

1. Papers for the Remuneration Committee shall be commercially confidential to members and attendees unless specifically designated for release.
2. Minutes of the Remuneration Committee shall be commercially confidential to members and attendees and a report on relevant business transacted shall be made to the Board of Trustees by the Chair of Remuneration Committee as appropriate. The minutes of the Committee will be confidential and will not be accessible to the Board members, except with the approval of the Chair. The minutes are exempt from disclosure under the Freedom of Information Act (section 40).

Quorum

The *quorum* necessary for the transaction of business shall be three members, two of whom must be independent non-executive directors.

Terms of Reference

Senior Post Holders' Remuneration

- a To ensure NMiTE has a clear policy on senior staff remuneration (Band G and above) and associated procedures approved by the Board, which clearly aligns to NMiTE's strategic plan, and is aligned to NMiTE's commitment to equality and diversity. The policy should address the remuneration, benefits and terms and conditions of those designated as senior post holders taking account of affordability, equality of pay issues, comparative information on the

remuneration, benefits and conditions of employment in the Higher Education sector and elsewhere as appropriate.

- b** To determine and oversee on behalf of the Board terms for those designated as senior post holders in accordance with NMITE's policy on appointment, salary, benefits in kind, pension provisions, terms and conditions, performance, dismissal, severance or redundancy in line with external guidance from regulators.
- c** To agree and oversee the annual pay reward applied to those designated as senior post holders.
- d** To approve any severance or other payments made to senior staff and staff where salaries are more than £100k, taking into account the public sector pay cap and the CUC Higher Education Senior Staff Remuneration Code.

Other NMITE Staff

- e** To approve NMITE's Remuneration Policy including the Remuneration of Senior Staff.

Other Matters

- f** To endorse the Chief Executive Officer's objectives as proposed by the Chair of the Board and monitor performance against objectives.
- g** To receive interim and end of year reviews of the performance against objectives of the Chief Executive Officer carried out by the Chair of the Board and, of the performance of the senior post holders carried out by the Chief Executive Officer and, to make a confidential report to the Board as appropriate.
- h** To consider and note matters of strategic significance concerning remuneration and other employment matters. This includes the recruitment, promotion and retention of senior staff as well as sector and/or legal aspects of HR practice.
- i** To approve and recommend to the Board the remuneration parameters for the reward package of the Chief Executive Officer when required.
- j** To receive an annual HR report to include recruitment, diversity, overview of disciplinaries and grievances etc.
- k** To receive an annual EDI report from the EDI Committee.

Reporting

- I To prepare an annual report to the Board of Trustees in line with the CUC HE Remuneration Guidance. The report to be made publicly available and included in the annual Financial Statement.