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**Terms of Reference: Remuneration Committee for the CEO & Principal's Group (RCPG)**

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<b>Date of approval:</b>	March 2013, Board of Directors
<b>Last Reviewed:</b>	March 2016
<b>Date for Review:</b>	March 2017
<b>Version:</b>	V4.0
<b>Chair:</b>	Chair of the Board
<b>Secretary:</b>	HR Manager

**Context**

The Remuneration Committee is responsible to the Board, as one of its sub-committees, for reviewing and agreeing the remuneration of the Chief Executive and Principal's Group.

**Terms of reference**

The committee should:

- 1) Evaluate the annual performance assessment of the Chief Executive against the strategic plan and corporate objectives.
- 2) Receive a personal development plan (PDP) for the CEO for the year ahead.
- 3) Determine the policy for the total remuneration and benefits, including performance-related pay and bonus payments, payable to the Chief Executive, and its application.
- 4) Agree the remuneration of members of the Principal's Group, following recommendations by the Principal and Chief Executive.
- 5) Consider the impact of the work of the Committee on remuneration policy for the organisation as a whole.
- 6) Address any other matters referred to it by the Board.

**Authority**

The committee has authority to:

- Set the remuneration and benefits of the Chief Executive, including performance-related pay, to enable people of appropriately high ability to be recruited, retained and motivated, within levels of affordability.
- Agree unconsolidated bonus payments or 'honoraria' for the Chief Executive or members of the Principal's Group.
- Select internal and/or external benchmarks or systems to inform the setting of the Chief Executive's remuneration, benefits and performance pay and to obtain relevant external advice if it considers this necessary.
- Remuneration Committee members must consider the public interest and the safeguarding of public funds alongside the interests of the institution when considering all forms of payment, reward and severance to the staff within its remit.

**Frequency of meetings**

There are two meetings each year in January and June. Further meetings may be arranged as required.

**Composition and conditions of membership**

- Chair of the Board
- Vice Chair of the Board
- Board member (independent)
- HR Manager (Secretary)

Members are invited to the Remuneration Committee and agreed by the Board when vacancies arise. Board members serve for no more than their term of Directorship.

**Quorum**

The Remuneration Committee is quorate with two members, to include the Chair or Vice Chair and one other board member. If these members are not available the decision should be delayed until the committee is quorate.

**Reporting and subcommittees**Reports to:

The Board of Directors annually in March and September and other reports as appropriate.

Receives reports from:

The Committee does not receive any direct reports from other UCO committees.

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**Amendment Record**

<b>Date of Amendment</b>	<b>Type &amp; Summary of Amendment</b>	<b>Amendment Approved By</b>
Mar 2014	Administrative – Amendment to remove personal names.	PRAG Chair
March 2016	Minor – Amendment to the Secretary of this committee from the Corporate Services Director to the HR Manager to avoid conflicts of interest and to enable procedural advice to be provided to this committee.	Board of Directors
Aug 2017	Administrative - Amendments to update institution name change from British School of Osteopathy to University College of Osteopathy.	PRAG Chair