

**The Northern School of Contemporary Dance**  
**The Board of Governors**  
**Terms of Reference**  
**THE REMUNERATION COMMITTEE (July 2016)**

<b>1.</b>	<b>Membership</b>	1.1	Four Board Members (excluding staff and student members) and the Chair of the Board of Governors.
		1.2	The Committee may, if it considers it necessary or desirable, appoint up to two External Experts.
		1.3	The Lead Governor for Finance (if appointed) should normally be a member.
<b>2.</b>	<b>Quorum</b>	2.1	Three
<b>3.</b>	<b>Frequency of Meetings</b>	3.1	At least once per year.
<b>4.</b>	<b>Attendance at meetings</b>	4.1	The Principal shall normally attend meetings at the invitation of the Committee except where his/her remuneration package is being considered. The Committee shall have the power to invite such other persons, including senior post holders, to attend meetings as may be desirable and necessary.
		4.2	Other Board members shall have the right of attendance, save that the Committee may, when they are satisfied that it is appropriate, meet without staff or student members being in attendance. Such persons shall not have a vote.
<b>5.</b>	<b>Authority</b>	5.1	The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any Board Member, Committee or employee of the School and all Board Members and employees of the School are directed to co-operate with any request made by the Committee.
		5.2	The Committee is authorised by the Board to obtain outside legal or other independent professional advice provided that the Committee may not incur direct expenditure in this respect without prior approval of the Board.
<b>6.</b>	<b>Duties</b>	6.1	Review and determine the Board's policy on remuneration (including senior post-holders) so as to: <ul style="list-style-type: none"> <li>• ensure that staff are fairly rewarded; and</li> <li>• give due regard to the interests of the public and of the financial health of the School.</li> </ul>
		6.2	Determine the specific remuneration packages of the Principal and other senior post-holders, and in so doing shall consider the following component elements: <ul style="list-style-type: none"> <li>• basic salary</li> <li>• benefits in kind</li> <li>• annual bonus/performance related elements</li> <li>• pension provisions</li> <li>• the main terms and conditions in each senior post-holder's service agreement, with particular reference to the notice</li> </ul>

			provisions.
		6.3	Evaluate annually the specific remuneration packages of the Principal and other senior post-holders against: <ul style="list-style-type: none"> <li>• Performance goals and objectives.</li> <li>• An appropriate peer group.</li> </ul>
		6.4	Determine any compensation (including the 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: <ul style="list-style-type: none"> <li>• avoiding rewarding poor performance.</li> <li>• dealing fairly with cases where early termination is not due to poor performance.</li> </ul>
		6.6	Review the Board's policies in relation to all aspects relating to the remuneration and employment of the Principal and other senior post-holders.
		6.7	Advise the Board regarding annual pay awards for all staff (other than Senior Post Holders).
		6.8	Consider those risks allocated to the Committee for oversight.
		6.9	Consider and approve the following policies: <ul style="list-style-type: none"> <li>• Remuneration and Reward.</li> </ul>
<b>7.</b>	<b>Performance Monitoring</b>	7.1	The Committee will consider its own performance against agreed performance indicators and report on this to the Board of Governors annually.
<b>8.</b>	<b>Chair</b>	8.1	The Chair of the Board of Governors shall chair the Committee.
<b>9.</b>	<b>Committee Servicing</b>	9.1	The Committee shall be serviced by the Clerk to the Governors, except where his/her remuneration package is being considered.
<b>10.</b>	<b>Reporting Procedures</b>	10.1	Minutes of the meeting will be presented to the next available Board Meeting.
<b>11.</b>	<b>Appointing Authority</b>	11.1	Members shall be appointed by the Board of Governors.
<b>12.</b>	<b>Approval and Reviews</b>	12.1	These Terms of Reference will be reviewed and approved by the Board of Governors biennially. Date approved: 21 July 2016 Review due: 21 July 2018