



## Remuneration Committee

### Terms of Reference

#### 1. Overview

The Remuneration Committee is a Compliance Committee of the Board.

#### 2. Membership

The Committee shall have the following membership:

- **Chair** (An external member of the Board appointed annually by the Board on the nomination of the Provost. If no external member is available the Provost shall be the chair)
- Provost
- Vice-Provost/Chief Academic Officer
- Treasurer/Chief Financial Officer (or nominee)
- Secretary to the College Board (Secretary)
- An elected Board member

**In Attendance:** Director of Human Resources

**2.1** Membership of the Committee shall be as provided for in the Statutes<sup>1</sup>.

#### 3. Meetings and Quorum

- 3.1** The Committee shall meet as and when required. The Committee shall be convened by the Secretary at the request of the Provost.
- 3.2** The quorum for a meeting shall be 3 (one third plus 1).
- 3.3** In achieving the quorum the participation of the elected member of Board (or a substituted elected Board member nominated by the Provost) shall be required.
- 3.4** Other College Officers shall attend meetings by invitation, as agreed by the Committee. The Committee may also invite any Officer of the College, or other

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<sup>1</sup> See Chapter on Committees, Schedule 2 Detailed Provisions Relating to Committees, Section 3 (5).  
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person to attend any meeting(s) of the Committee, as it may from time to time consider desirable, to assist the Committee in the attainment of its objectives.

- 3.5** The Secretary to College shall act as Secretary to the Remuneration Committee and shall be responsible for providing a quarterly report to Board on the activities of the Committee.

#### **4. Duties**

**4.1** To make timely recommendations to the Provost or other College Officer concerning the setting and approval of exceptional remuneration under the agreed Higher Education Authority framework<sup>2</sup> in force pursuant to section 25(5)(a) of the Act of 1997.

**4.2** To advise the Provost, or at the Provost's request other College Officers, on matters of compensation in individual cases.

**4.3** To advise on matters of remuneration and associated expenses and allowances in individual cases and on other matters within its remit and in accordance with its terms of reference as agreed from time to time.

**4.4** To advise the Provost or other Officers on matters that may be delegated to it by Board.

**4.5** The Committee shall:

- a. Make recommendations based on benchmarking, taking external advice into account when necessary;
- b. To authorise offers of salary as provided for in the Framework;
- c. In instances where there are extenuating circumstances and with due regard on the expected performance of the candidate, the level of remuneration will be considered by the Remuneration Committee on a case-by-case basis and will be reviewed every three years based on the candidate's performance;
- d. Present a quarterly report to Board on work of the Committee.

**4.6** To monitor and report to the Board on gender balance issues in its work.

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<sup>2</sup> [http://hea.ie/sites/default/files/appendix\\_7\\_-\\_framework\\_for\\_departures\\_from\\_approved\\_levels\\_of\\_remuneration\\_fees\\_allowances\\_and\\_expenses\\_for\\_university\\_employees.pdf](http://hea.ie/sites/default/files/appendix_7_-_framework_for_departures_from_approved_levels_of_remuneration_fees_allowances_and_expenses_for_university_employees.pdf)



## **5. Authority**

**5.1** The Remuneration Committee is a compliance Committee of Board operating under delegated authority from Board and the Principles of Delegation shall apply.

**5.2** The Committee may consider/review any matter falling within its terms of reference, calling on whatever resources and information it considers necessary to do so.

**5.3** The Committee is authorised to seek any information it requires from any necessary employee of the College or associated body to enable it discharge its responsibilities and shall have made available to it on a timely basis all information requested from any employee in a clear, concise and well organised manner.

## **6. Performance Evaluation**

The Committee shall review its performance annually, and shall report the conclusions and any recommendations arising from this review in its report to Board.