

Remuneration Committee minutes

Meeting	Remuneration Committee	Date	23 June 2025
Location	Teams	Time	4:00pm
Membership	Miranda Chapman - Chair (MC), Charles Buchanan (CB), Jo Worby (JW), Peter Cheney (PC)		
In Attendance	Lucy McLeod - CEO (LM) Jack Collison - Group Director of Corporate Services and Governance (JC)		

Italics denotes absence

	ITEM	COMMENTS	ACTION
1	Welcome and Apologies for Absence	The Chair welcomed members to the meeting.	
2	Declarations of Interest	There were no further declarations other than those previously declared.	
3	Minutes of the meeting held on 10 March 2025	Minutes of the meeting held on the 10 March 25 were agreed as an accurate record and will be signed by the Chair following the meeting.	
4	Matters Arising not covered by this agenda	JC presented a paper proposing an update to the Terms of Reference (ToR) for the Committee. JC summarised the paper and proposed the below changes:	

	<ul style="list-style-type: none"> - The current Terms of Reference stipulate that quoracy for the Committee stands at 3. This determines that 75% of current members (or 100% when the Chair of Governors is required to remove himself for an item) are required to attend. For this reason, the recent meeting had to be cancelled because one member could not attend. Therefore, it is suggested that quoracy should be changed to 40% (rounded up) to standardise this with the Full Governing Body (FGB) requirements. This would allow the meeting to proceed if one member was absent. - However, it was also noted that this level of quoracy would allow for only two members to consider important matters. To mitigate this Governors may consider suggesting that Search and Governance review and consider an increase to membership, perhaps to include the Chairs of all Committees (as is the case in other colleges). - In light of the Weston Report the ToR should be changed to state that the Chair of Governors should never deputise for the meeting and the Committee should make recommendations to full board rather than approve any remuneration - The ToR should also be changed to note that the Governance Professional should be privy to the papers, minutes and in attendance for items regarding Senior Post Holder Remuneration in order to maintain a corporate memory and for the Governance Professional to discharge their duties to advise on these matters as a critical friend. The Governance Professional will still withdraw from the meeting whilst their personal appointment, remuneration or conditions are discussed. <p>Governors agreed that the ToR should be changed so that the Committee recommends remuneration to FGB rather than approves.</p> <p>Governors agreed that the ToR should be changed to include that the Chair of Governors should never deputise for the meeting.</p> <p>Governors agreed that the ToR should be changed to include that the Governance Professional should be privy to the papers, minutes and in attendance for items regarding Senior Post Holder</p>	
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	<p>Remuneration other than their own. Governors also noted that minutes and papers related to the Governance Professional should also be shared with them after the discussion has taken place and the outcome communicated, as at this point, they will cease to be confidential.</p> <p>Governors considered quoracy and noted that as the Committee will no longer approve remuneration the level of quoracy was less critical. However, Governors decided that, considering the importance of the discussions around remuneration, a quoracy level of 2 or 40% was too low and resolved to keep this at 3.</p> <p>Governors noted that membership of the Committee was a Search and Governance Committee function, and any suggested changes should be referred to this Committee for consideration. Governors were mindful of the current commitments of other Governors and did not wish to overburden them unnecessarily. For this reason, Governors discussed the merit of adding one member to the group in order not to overstretch Governors' capacity. Governors mentioned, however, that the additional duties would not be onerous given the frequency of the Remuneration Committee meetings and that members could join via Teams. Governors agreed, therefore, that Search and Governance should consider adding the two Chairs of Committees not currently present. Governors noted that Search and Governance should consider the wording of the ToR to be amended to state: '<i>The membership of the Committee shall be comprised of the Chairs of all EKC Group Committees, the Chair of the Governing Body and any other independent member the Search and Governance Committee may recommend</i>'. This is to allow JW to continue to be a member of the Committee as Governors agreed her skillset was necessary.</p> <p>Governors also noted that it would not be appropriate for staff or student Governors to attend the Committee in order to maintain its independence. It was therefore recommended that the other Committees ToRs be updated to include that student and staff Governors should not chair. This in turn would mitigate the risk of a student or staff Governor attending Remuneration Committee. This change will be checked for legal compliance and, if acceptable, will be proposed to the Committees.</p>	
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		<p>Approved:</p> <ul style="list-style-type: none"> - The ToR should reflect that: <ul style="list-style-type: none"> o The Chair of Governors should never deputise for the meeting o The Committee should recommend to full board rather than approve any remuneration o The Governance Professional should be privy to the papers, minutes and in attendance for items not related to themselves. o That minutes and papers related to the Governance professional should also be shared with them after the discussion has taken place and the outcome communicated, as at this point, they will cease to be confidential. - The ToR for all Committees should be reviewed to stipulate that staff and students should not chair the Committees and to seek legal assurance on this point - To propose to the Search and Governance Committee that the membership of the Committee is increased to include the Chairs of all Committees and the ToR is updated accordingly. 	
5	Remuneration of the Group Chair (CB not present)	This item was considered confidential and will form Confidential Minutes Part B (1)	
6	Remuneration of Senior Postholders 2025/26 Academic Year (JC not present)	This item was considered confidential and will form Confidential Minutes Part B (2)	
7	Remuneration of the CEO	This item was considered confidential and will form Confidential Minutes Part B (3)	



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	(CEO and JC not present)		
8	Any Other Business	There was no other business.	
9	Matters Considered Confidential	Item 5, 6 and 7	
10	Date and time of next meeting	Date and time of next meeting: Tuesday 18 November 2025 at 11:00am, Broadstairs Executive Boardroom	

There being no further business the meeting closed at 5:00pm

Signed: *M Chapman*

Print: *M Chapman*

Date: *13-11-25*