

Remuneration Committee Standing Orders

Document Control

Title	Remuneration Committee Standing Orders
Prepared By	Clerk to the Council
Approved Internally By	Chief Operating Officer
Date of Approval	16 June 2017
Approval by Council	23 June 2017
Version Number	1.1
Review Frequency	Annually
Next Review Date	March 2020

Version control

Version	Date	Control Reason	Author
1.1	23-05-2017	Minor re-drafting	Sheila Meehan
1.2	21-03-2018	No change	Sheila Meehan
1.3	4-10-2018	Minor re-drafting	Sheila Meehan
1.4	1-2-2019	Minor re-drafting	Sheila Meehan
1.5	12.11.2020	Change in number of membership	Helen Gibson

Remuneration Committee Standing Orders

Legislation and background

1. The Further and Higher Education (Scotland) Act 2005 established the Scottish Further and Higher Education Funding Council. Schedule 1 of the Act makes provision for certain administrative and other matters with respect to the Council, including the establishment of committees.
2. Schedule 1 states that:
 - The Council may establish committees for any purposes relating to its functions [section 13]
 - The Council is to determine the composition of its committees, the terms and conditions of committee membership, and the procedure (including any quorum) of its committees [section 14(1)]
 - Any of the committees of the Council may include persons who are not members of the Council [section 14(2)]
 - The Council is to pay to the members of its committees (whether or not they are also members of the Council) such allowances as the Scottish Ministers may determine [section 14(3)]
 - The Council is to keep under review the structure of its committees and the scope of the activities of each [section 14(4)].
3. Schedule 1 also states that the Council may authorise any of its committees to exercise such of its functions to such extent as it may determine [section 15(1)]. Delegated authority for each committee is contained in the remit for each committee as agreed by the Council.
4. At its meeting on 3 October 2005, the Council agreed to establish a Remuneration Committee. Council approved the original remit at its meeting on 10 November 2005. The remit of the Committee is reviewed on an annual basis.

Remit of the Remuneration Committee

5. The remit of the Remuneration Committee is to:
 - Determine and approve the broad framework for the remuneration of the CEO in agreement with the Scottish Government.

- Determine and approve the remuneration of the CEO, including performance related elements, within the scope of the relevant pay policy issued by the Scottish Government.
- Advise the Chair on the process for the recruitment and selection of the CEO, and participate in the process as appropriate.
- In consultation with the CEO determine the framework of remuneration for Directors within the scope of the relevant pay policy issued by the Scottish Government. (This includes determination of the pay range for the Director grade and the level of pay/progression to be offered to those at Director level. The level of salary on appointment will be set in accordance with the Council's Salary Determination Procedure.)
- Confirm the annual increase to the remuneration of the Chair and Council members within the limit prescribed in the relevant policy issued by the Scottish Government.
- Provide guidance to the CEO in relation to the selection and appointment of Directors. (This includes the design of the role as well as the composition of the selection panel and any other relevant aspects of the recruitment process.)
- Be alert to the need to make or receive inputs to or from other Council committees or groups about issues which cut across the remits of more than one committee.
- Monitor the development and implementation of the Council Executive's human resource and organisational development strategies, including but not limited to:
 - Staffing of the Council executive.
 - Development of the pay remit and subsequent negotiations.
 - Strategies to support performance management and development.
 - Employee engagement strategies.
 - Staff learning and development strategies.
- Assist with appeal hearings as per HR policies.

Membership of the Remuneration Committee

6. The membership of the Committee will be:
 - Four members of the Council, but not the CEO, one of whom will Chair the Committee.
7. There will also be regard to equalities issues in the membership composition.

8. The membership of the Remuneration Committee will be proposed by the Chair of the Council and endorsed by the Council.
9. There will be no external members on the Remuneration Committee.
10. A Council member's term of office on the Remuneration Committee will run concurrently with their Council term of office.
11. A Council member may by giving notice in writing to the Chair of the Council resign as a member of the Committee.
12. If the Chair is satisfied that a member's attendance at meetings has been unsatisfactory or that the member is otherwise unable or unfit to discharge the functions of a member, they may by giving notice in writing to the member remove that person from the Committee.

Proceedings of the Remuneration Committee

13. The validity of any proceedings of the Remuneration Committee is not affected by a vacancy in membership or by any defect in the appointment of a member.
14. The secretariat function is provided by the lead group – Corporate Services Group.
15. The catering costs of the Committee are the responsibility of the lead group – Corporate Services Group. Fees and T&S expenses are the responsibility of the Secretariat branch.

Quorum

16. The quorum for a Remuneration Committee meeting is two members.

Role of the Chair in Committee meetings

17. It is the role of the Chair to see that Committee business is conducted in an orderly fashion and to ensure that members obtain a fair hearing. Members wishing to speak shall do so through the Chair.
18. The Chair is also responsible for leading the meeting to reach decisions. The Committee will normally make decisions on the basis of agreement by consensus, but where the Chair believes it to be in the interest of the progress of a debate, or where it is proposed and seconded by two members present, the Clerk may be asked to count and record a vote by a show of hands.

19. As set out in the Council's Scheme of Delegation, generally committees are expected to take matters as far as appropriate before making recommendations to the Council. The Chair of the Committee will normally have responsibility for judging when it is appropriate to make recommendations to Council: where items are routine, they will stay with the Committee until the final stage of decision-making; and where items are novel, unusual or potentially contentious, proposals should be considered by Council at an earlier stage.

Collective responsibility

20. Committee members should be encouraged to express any differing views within the Committee's internal decision-making process. In the event that a member has a reservation regarding a particular decision, they may ask for their dissent to be formally recorded in the minute. Once a decision has been reached, all members should support it.

Nomination of a Vice-Chair

21. The Chair may nominate a Vice-Chair to act as deputy in the absence of the Chair at Committee meetings. This nomination will be subject to the approval of the Committee.

Clerk to the Committee

22. The Clerk to the Committee will advise the Chair on the conduct of Committee business and agenda planning. The Clerk will also advise Committee members on formal matters relating to the Committee.

Conflict of interest

23. Members will have completed a register of interests on appointment to the Council and must notify the Clerk to the Council when any changes to this need to be made. Members' registers of interests will be made publicly available on the Scottish Funding Council website.
24. If any member has, or could be perceived to have, an interest in a matter that is being considered by the Committee, then it is their duty to declare that interest at the start of the meeting or as soon as they become aware of it, whether or not that interest has already been recorded in their register of interests. This declaration will be recorded in the minutes by the Clerk. The member must decide, taking advice from the Chair, whether they should:

- Remain in the meeting and participate fully.
 - Remain in the meeting but make no contribution.
 - Withdraw from the meeting for the discussion of, and any decision on, the relevant item.
25. The Chair may, in any event, ask a member to leave the meeting if s/he thinks it is appropriate.
26. Whilst individual members have a responsibility to consider their position with regard to conflict of interest, prior to the meeting the Clerk will consider the agenda in the context of the register of members' interests and advise the Chair accordingly.

Attendance at meetings

27. The CEO will normally attend for matters other than those relating to the CEO.
28. The Assistant Director Human Resources and Organisational Development will normally attend in his or her role as Secretary to the Committee.
27. In addition, other members of staff of the Council's executive may attend meetings as required for agenda items for which they are presenting information or to be available to respond to questions on matters arising from papers.
28. Independent experts may attend meetings when required to provide advice to the Committee.
29. Attendees may have a role in introducing papers, providing clarification, and contributing to discussions, but may not take part in Committee decisions.
30. As set out in the legislation, a representative of the Scottish Ministers is entitled to participate in any deliberations (but not in decisions) of any committee of the Council [section 16 of Schedule 1].

Observers

31. Any member of the Council has the right to attend Committee meetings as an observer by agreement with the Chair.
32. External observers may be invited to attend Committee meetings. External observers invited to be in regular attendance will receive copies of all papers.

33. Observers may, with the permission of the Chair, speak and contribute to discussions, but may not take part in Committee decisions.

Timing of meetings

Scheduled (or ordinary) meetings

34. The Committee will meet on an appropriate number of occasions in a year to carry out its duties effectively, but will meet at least once per year.
35. The schedule of meetings for each year will be agreed by the Committee in the previous year, following consultation with the Chair by the Clerk and taking into account the dates of Council meetings.

Extra (or special) meetings

36. The Chair may convene additional meetings as s/he deems necessary.
37. The Committee may agree to delegate to a sub-group responsibility for a particular matter. The sub-group would then report back to the Committee.

Agenda and papers

Agenda items

38. Any member can, by contacting the Clerk to the Committee, suggest items of business. The agenda and designation of business will be decided by the Chair.
39. Items for endorsement or for noting will be starred (*) on the agenda and the Chair will ask at the start of the meeting whether members wish to discuss any of the starred items. (Members should notify the Clerk to the Committee of this wish in advance of the meeting.) Unless members specifically ask to discuss these items, the Chair will assume that they have been endorsed or noted.

Distribution of agenda and papers

40. The agenda of business and accompanying papers will normally be distributed no later than one week before a scheduled meeting of the Committee.

Freedom of Information

Publishing papers

41. Committee agendas will be published on the Council's website. Disclosable papers will be made available on request.

Disclosure status

42. In some cases, particular documents may be subject to disclosure exemptions under the terms of the Freedom of Information (Scotland) Act 2002. Where this applies, the particular exemption(s) will be stated.

Approval of minutes of Committee meetings

43. Minutes of a Committee meeting will be submitted to the Chair for preliminary approval, and thereafter to the subsequent meeting of the Committee for formal approval.

Reporting to the Council

44. The minutes of each Committee meeting will be reported to the Council at the next scheduled Council meeting for noting – whether they have been confirmed or are unconfirmed but approved by the Chair.
45. The Committee will also conduct an annual self-evaluation.