



Remuneration Sub-Committee

Terms of Reference

1. Overview

The Remuneration Sub-Committee is a Sub-Committee of the Risk and Compliance Committee.

2. Membership

The Sub-Committee shall have the following membership:

- Two external members of Board
- The Provost
- The Vice-Provost/Chief Academic Officer
- The Treasurer/Chief Financial Officer (or nominee)
- The Secretary to the College (Secretary)

In Attendance: Director of Human Resources

2.1 The Chairperson of the Remuneration Sub-Committee shall be an external member of Board, or where he or she is unavailable, the other external Board member.

2.2 Membership of the Sub-Committee shall be as provided for in the Statutes¹.

3. Meetings and Quorum

3.1 The Sub-Committee shall meet as and when required. The Sub-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 Other College Officers shall attend meetings by invitation, as agreed by the Sub-Committee. The Sub-Committee may also invite any Officer of the College, or other person to attend any meeting(s) of the Sub-Committee, as it may from time to time consider desirable, to assist the Sub-Committee in the attainment of its objectives.

¹ See Chapter on Committees, Schedule 2 Detailed Provisions Relating to Committees, Part 5 Sub-Committees of Principal Committees of Board, (30) Membership of Sub-Committees (1) (5).

- 3.4** The Secretary to the College shall act as Secretary to the Remuneration Sub-Committee and shall be responsible for providing a quarterly report to the Risk and Compliance Committee on the activities of the Sub-Committee as required.

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 framework² 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** The Sub-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 Sub-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 the Risk and Compliance Committee on work of the Sub-Committee as required.
- 4.5** To monitor and report to the Risk and Compliance Committee on any gender balance issues in its work.

5. Authority

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

² <https://hea.ie/assets/uploads/2017/05/Departures-Framework.pdf>

- 5.2** The Sub-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 Sub-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.

Approved by Risk and Compliance Committee on 18 February 2025