

Remuneration, Nominations and General Purposes Committee – Terms of Reference

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1. Purpose

The Remuneration, Nominations and General Purposes Committee (the “Committee”) is a committee of the Board of Governors of Oxford International Education Trust (OIET) (the “Board”), which is the governing body for the purposes of the Higher Education and Research Act 2017.

The Committee’s purpose is to support the Board in discharging its responsibilities for:

- Remuneration, terms and conditions, and performance management of senior post-holders
- The appointment, re-appointment, succession planning and development of governors and senior executives

- General governance matters delegated to the Committee by the Board.

In carrying out its role, the Committee shall have regard to the Scheme of Delegation, the Independent HE Code of Governance, and the expectations of the Office for Students (OfS), including those relevant to Fee Cap registration.

2. Authority

The Committee is authorised by the Board to:

- Consider matters within its Terms of Reference and make recommendations to the Board
- Seek any information it requires from officers, employees or advisers of OIET
- Obtain independent professional advice at OIET’s expense, subject to agreed budgetary limits
- Require the attendance of any governor or officer at meetings where appropriate.

The Committee has no executive powers and may not take decisions reserved to the Board under the Articles of Association or Scheme of Delegation.

3. Membership

3.1 The Committee shall comprise at least three members, one of whom shall be a governor of OIET.

3.2 No member shall participate in discussions or decisions relating to their own appointment, re-appointment, remuneration or performance.

3.5 Members shall be appointed subject to Board approval and the Articles of Association.

3.6 The Clerk to the Board shall act as Secretary to the Committee.

4. Attendees

4.1 The following shall normally attend meetings by invitation, as appropriate to the agenda:

- Executive member
- The Chief Financial Officer or senior finance representative
- The Chief People Officer
- The Accountable Officer (where not already a member).

Members for 2025-6

David Brown	Chair
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Nick Malcolmson	The Chief Financial Officer
Laura Guga-Voyce	The Accountable Officer
Glynne Stanfield	NED

4.2 The Committee may meet without executive management present where matters of remuneration, performance, governance or succession are being discussed.

5. Quorum and Meetings

5.1 The quorum shall be two members, at least one of whom shall be an independent governor.

5.2 The Committee shall meet at least twice per academic year and additionally as required to support the Board's annual cycle of business.

5.3 Additional meetings may be convened at the request of the Committee Chair or the Board.

5.4 Meetings may be held in person or virtually in accordance with OIET's governance arrangements.

6. Responsibilities

The Committee shall undertake the following responsibilities on behalf of the Board.

6.1 Remuneration

- Recommend to the Board a remuneration framework and policy for senior post-holders that is fair, transparent, proportionate and aligned with OIET's objectives, student interests and long-term sustainability
- Recommend to the Board (or determine, where delegated) the remuneration, benefits and contractual terms of the Chief Executive and other designated senior post-holders
- Review annually the remuneration of senior post-holders, taking account of performance, benchmarking data, affordability and value for money
- Oversee arrangements for performance-related pay, where applicable, ensuring clear linkage to organisational objectives and OfS expectations
- Ensure that remuneration decisions are appropriately documented and capable of external scrutiny.

6.2 Nominations and Board Composition

- Lead the process for identifying, recruiting and recommending candidates for appointment as governors, ensuring an appropriate balance of skills, experience, independence and diversity
- Review regularly the size, composition and effectiveness of the Board and its committees, informed by skills audits and governance reviews
- Oversee succession planning for the Chair, committee chairs and governors
- Recommend to the Board arrangements for governor induction, training, development and performance review
- Recommend to the Board the re-appointment or removal of governors in accordance with the Articles of Association and governance policies.

6.3 Senior Leadership Appointments and Succession

- Seek assurance that appropriate succession planning is in place for senior leadership roles critical to the sustainability, academic quality and regulatory compliance of OIET:
- Ensure that senior leadership arrangements support the Board's responsibilities as the OfS governing body.

6.4 General Purposes and Governance Matters

- Consider and make recommendations to the Board on governance matters delegated to the Committee from time to time, including:
- Policies relating to people, governance, senior leadership and conduct
- Conflicts of interest involving governors or senior post-holders
- Matters relating to Board effectiveness, culture, values, equality, diversity and inclusion
- Other non-academic and non-financial matters not otherwise assigned to another committee.

6.5 Regulatory Compliance and OfS Assurance

- Seek assurance that governance, leadership and remuneration arrangements support compliance with OfS ongoing conditions of registration
- Ensure that governance arrangements are appropriate for a provider seeking or holding Fee Cap registration
- Consider relevant OfS correspondence or guidance within the Committee's remit and recommend actions to the Board as necessary.

7. Conflicts of Interest

7.1 The Committee shall operate in accordance with OIET's conflicts of interest policy and the principles of public life.

7.2 Any actual or potential conflicts shall be declared and recorded, and the affected individual shall withdraw from the relevant discussion and decision.

8. Reporting

8.1 The Committee Chair shall report to each meeting of the Board on the Committee's work, highlighting:

- Key issues considered
- Recommendations requiring Board approval
- Matters requiring Board attention.

8.2 Minutes of the Committee's meetings shall be circulated to the Board in accordance with agreed governance processes.

8.3 The Committee shall provide an annual report to the Board summarising its activities and its contribution to effective governance.

9. Relationship with the Wider Governance Framework

These Terms of Reference shall be read in conjunction with:

- The Board of Governors' Terms of Reference
- The Scheme of Delegation and delegation of decision-making arrangements
- The OIET Governance Matrix against the Independent HE Code of Governance.

The Committee shall operate within the context of OIET's wider group structure, recognising that certain decisions may be taken at group level while ensuring that the Board retains effective oversight in the interests of students and regulatory compliance.

10. Review of Terms of Reference

The Committee shall review these Terms of Reference annually and recommend any changes to the Board for approval, taking account of changes in OfS regulation, charity/company law and governance best practice.

Appendix

Recruitment of a Governor: A Process

The recruitment process is skills-led and overseen by the Remuneration Committee, supported by operational support from HR, for final Board approval of the final recommendation. Final decision-making sits with the Board of Governors. A working party, delegated by the remuneration Committee, shortlists and undertakes the interview process, presenting their recommendation to the Remuneration Committee, who considers the recommendation before recommending to the Board of Governors for the final decision upon appointment.

At appropriate stages in the recruitment process, all individuals involved in shortlisting, interviewing and decision-making are required to declare any actual or potential conflicts of interest. Where a conflict is identified, it is managed in accordance with the Committee's conflicts of interest policy, including withdrawal from relevant discussions or decisions, and is formally recorded.

1. **Skills scan / skills audit** to identify gaps
2. **Job description (JD) drafted** based on those gaps
3. **HR manages advertising and admin**
4. **Working party formed** (staff/governors with relevant expertise), delegated by the Remuneration Committee
5. **Interviews conducted** by the working party
6. **Recommendation made**
7. **Final discussion and approval by the Remuneration Committee**
8. **Appointment confirmed / recruited**

Flow chart to show governor recruitment

