Remuneration Committee

Constitution

The committee has four members, all of which are non-executive directors of the Company.

Committee Membership as at September 2010

1. Professor Sir Robert Burgess (Chair)
2. Mr Tim Keyes
3. Professor David Eastwood
4. Professor David Eastwood

The Chair of the Board will be the Chair of the committee, whose period of office will be four years.

A director's appointment to the Remuneration Committee will run concurrently with his or her term of office as a director of the Company.

The committee may co-opt a person who, in the view of the committee, has capacity in commercial or financial matters. The period of co-option may be for a period of up to four years. The committee may co-opt the same person for a further four-year period. The committee may remove the co-opted person from the committee at any time.

The committee will have a quorum of two. In the event of a tied vote at a meeting of the committee, where only the quorum is present, the Chair of the meeting will have a casting vote.

Terms of Reference

- To set and review the Company's policy on the remuneration of the Chief Executive and those staff appointed to a personal contract.
- To make recommendations to the Board concerning the remuneration of the Chief Executive and those staff appointed to a personal contract, related to annual performance reviews.
- To consult the Company's Staff Council on the annual cost of living related award for all staff salaries and to then make a recommendation to the Board of UCAS on the percentage increase that should be made to the company's salary scales in respect of inflation.

The committee will meet at least once a year.

Secretarial

Secretarial support to the Remuneration Committee will be provided by the Company Secretary.

In attendance

The Chief Executive
The Company Secretary
The Director of Resources