

Purpose of the Report

In 2018, the Committee of University Chairs (CUC) published The Higher Education Senior Staff Remuneration Code [‘the Code’], providing guidance for reporting matters of senior remuneration to the Board of Governors. The Code was formally adopted by the Board in July 2018.

The Code was revised in November 2021 and noted by the Board in March 2022, the updates focusing on fairness, an appetite for sharing and learning and making transparency work. This Annual Report has been prepared based on the revised Code.

Context

The activities of the Remuneration Committee are reported to the Board of Governors via the Senior Remuneration Annual Report. The Board does not routinely receive full minutes of the Remuneration Committee’s meetings, but these are available (to individual non-elected governors, on request) via the Governance Officer. If Freedom of Information (FOI) requests were received on the activities of the Remuneration Committee or related matters, the Board agreed in 2016 that the Senior Remuneration Annual Report would be the source of the information released, in lieu of the full minutes of the Committee, so as to respect the confidential nature of discussions around individuals’ performance and remuneration.

The Senior Remuneration Annual Statement (which, it has been agreed, should be the same wording as the Annual Remuneration Report, for transparency) is published on the University’s website once approved by the Board of Governors.

Membership of Remuneration Committee (RemCom)

During the academic year 2022/23, RemCom was chaired by Directly Appointed Independent Governor Professor Patricia Hind. Deputy Committee Chair was Emma van der Lugt, Joint Deputy Chair of the Board of Governors. In line with the Code's recommended practice, the Chair of the Board of Governors, Graham Raikes, MBE, was a member of RemCom, but was not its chair.

The Vice-Chancellor is not a member of RemCom. They may attend, solely by invitation, and not for any discussions or decisions pertaining to their own performance or remuneration. The same principle applies to any staff members who may attend meetings of this committee to advise on specific matters, but not those regarding their own performance or remuneration.

Membership of RemCom, during 2022/23 was as follows:

Professor Patricia Hind	Directly Appointed Governor	Chair of RemCom; Chair of People & Organisational Development Sub-Committee; Deputy Chair of Finance & Resources Committee
Emma van der Lugt	Directly Appointed Governor	Deputy Chair of RemCom; Joint Deputy Chair of Board; Chair of Audit Committee; Deputy Chair of People & Organisational Development Sub-Committee
Graham Raikes, MBE	Directly Appointed Governor	Member of RemCom; Chair of Board; Chair of Governance & Nominations Committee; Member of Finance & Resources Committee; Member of People & Organisational Development Sub-Committee; Member of Estates Project Group

Stephen Criddle, OBE	Directly Appointed Governor	Member of RemCom; Deputy Chair of Audit Committee
Alex Hawtin	National Society Nominated Governor	Member of RemCom; Chair of Finance & Resources Committee
Jackie Westerman	Directly Appointed Governor	Member of RemCom; Member of People & Organisational Development Sub-Committee

Schedule of Meetings and Attendance

RemCom convened three times in 2022/23. One of these meetings was an Extraordinary Meeting, in relation to the appointment of the University's Vice-Chancellor. The business of the meetings is detailed at the end of this report. Attendance at each meeting was as follows:

Members	14.10.2022	25.11.2022	21.04.2023
Professor Patricia Hind	✓	✓	✓
Emma van der Lugt	✓	✓	✓
Graham Raikes, MBE	✓	✓	✓
Stephen Criddle, OBE	Apologies	✓	✓
Alex Hawtin	Apologies	✓	Apologies
Jackie Westerman	✓	✓	✓

Attendees	14.10.2022	25.11.2022	21.04.2023
Professor Rob Warner (Vice-Chancellor)	✓ (attendee)		
Professor Michelle Jones (Interim Vice-Chancellor)			✓ (attendee)
Lucy Pengelly (Director of People & Organisational Development)	✓ (attendee)	✓ (attendee)	✓ (attendee)

Jessamie Thomas (Governance Officer; note-taker)	✓ (attendee)	✓ (attendee)	✓ (attendee)
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The Vice-Chancellor, Professor Rob Warner, withdrew from the Reserved Business element of the meeting of 14 October 2022, which included any matters related to his own performance and remuneration.

The Interim Vice-Chancellor, Professor Michelle Jones, withdrew from the Reserved Business element of the meeting of 21 April 2023, which included any matters related to her own performance and remuneration.

The Director of People & Organisational Development also withdrew from the meeting during any discussion or decision about her own performance or remuneration.

The Basis and Scope of this Report/Statement

The University has used as a basis the Office for Students Guide, and the Code, and is reporting on the remuneration decisions applicable to the Vice-Chancellor and other senior post holders prescribed in the constitution or the remit of RemCom (see Appendix A for list of postholders). The remuneration of the Vice-Chancellor(s) is published within the Financial Statements annually.

The Process for Setting Remuneration

At the time of this report, RemCom membership comprised those Board Members whose names are listed at the beginning of this report. The Vice-Chancellor is not a member of the Committee and the Chair of the Board, while a member, does not chair the Committee.

The Board of Governors delegates to RemCom full powers to act on its behalf and in its name in all matters relating to the terms and conditions of service and the emoluments of the holders of 'Senior Posts' as defined in the Articles of Association.

RemCom is responsible for considering and approving the senior staffing structure, performance development review summaries, total emoluments and conditions of service of senior post holders who report directly to the Vice-Chancellor. The Committee will consider the appointment and, annually, the salary position of senior post holders as recommended by the Chair of the Board and Vice-Chancellor. The overall financial performance of the University is considered in any decisions surrounding senior remuneration.

The Articles of Association (the latest version of which were approved on 16 May 2022) dictate that Holder of Senior Posts include: the Vice-Chancellor, Chaplain and University Secretary, and such other post holders as the Governing Body may determine from time to time in accordance with Article 25.1.4, and "Holder of a Senior Post" shall be construed accordingly.

Remuneration of Senior Management Team

Following discussion, RemCom noted, and accepted, the collective position of the Senior Management Team, that they should not be awarded the nationally agreed pay award, nor receive a pay increase.

Performance and Remuneration of Vice-Chancellor

RemCom is responsible for determining on behalf of the Board of Governors the total emoluments and conditions of service of the Vice-Chancellor. The Committee confirms that no individual fulfilling the role of Vice-Chancellor was present at any meeting during 2022/23 when their performance or remuneration were discussed.

The Chair of the Board confirmed that the management of an effective transition from the outgoing Vice-Chancellor, to the Interim Vice-Chancellor and to the new Vice-Chancellor, had been the key consideration in his discussions with the outgoing and Interim Vice-Chancellors, in readiness for the start of the tenure of the new Vice-Chancellor in May 2023.

Vice-Chancellor – Professor Rob Warner

At its meeting in October 2022, the Committee gave consideration to the remuneration of Vice-Chancellor, Professor Rob Warner, whose tenure would conclude in December 2022. This followed a review of the agreed objectives and a recommendation to the Committee, from the Chair.

Interim Vice-Chancellor – Professor Michelle Jones

At its meeting in November 2022, the Committee agreed that it would, appoint Professor Michelle Jones as Interim Vice-Chancellor, to succeed Professor Rob Warner upon his retirement. The Committee agreed the level of remuneration appropriate to this appointment. At its meeting in April 2023, the Committee gave consideration to Professor Michelle Jones' KPIs, performance and remuneration.

Vice-Chancellor – Professor Claire Taylor

At its meeting in November 2022, the Committee agreed the level of remuneration appropriate to the next Vice-Chancellor. The appointment of Professor Claire Taylor as the University's Vice-Chancellor was subsequently agreed by the Board of Governors in December 2022. At its meeting in April 2023, the Committee gave further consideration to the imminent commencement of the tenure of the new Vice-Chancellor, regarding objectives and draft KPIs.

The Pay Multiple of the Vice-Chancellor

The Vice-Chancellor's basic salary is 6.2 times the median pay of staff (2022 8.4 times), where the median pay is calculated on a full-time equivalent basis for the salaries paid by the provider to its staff.

The Vice-Chancellor's total remuneration is 8.4 times the median total remuneration of staff (2022 8.7 times), where the median total remuneration is calculated on a full-time equivalent basis for the total remuneration by the provider of its staff.

Agreed Emoluments

No bonus awards or salary uplifts, other than that awarded to Professor Michelle Jones commensurate with acting as the Interim Vice-Chancellor, were agreed by the Committee during 2022-23.

The Comparator Institutions/Organisations

The Committee seeks comparative information on salaries and other emoluments and conditions in the sector from the Universities and Colleges Employers' Association (UCEA) to inform decisions and ensure that all arrangements are unambiguous and diligently recorded.

Comparative data is also taken from post-92 universities and Higher Education Corporations (HECs) by institutional income in the 'up to £24m' bracket (where available) and '£24m to £70m' bracket, noting that the latter would include much bigger HEIs. Mission Group data from GuildHE and from Cathedrals Group where available is also used as a comparator.

The Policy on Income Derived from External Activities

It is often helpful to the University for its staff to hold non-executive director roles. Senior Staff complete annually a declaration concerning their Private Work Returns within the Personal Development Review system detailing any such roles. No members of SMT held such roles in year. The policy on income derived from external activities for Academic Staff is outlined in their contracts of employment and within the Consultancy Policy.

Severance Payments

There were no severance payments made to Senior Managers during the period 1 August 2022 – 31 July 2023.

Expenses

All expenses paid to Senior Staff are in furtherance of the business of the University and comply with the University's Financial Regulations, which are approved annually by the Board of Governors and published on the University's website.

Further Information - Appendices to this Report

Appendix A - List of Postholders under the remit of Remuneration Committee in 2022/23

Appendix B - Senior Pay Policy

Appendix C - Committee Terms of Reference

Appendix D - Cycle of Business of Remuneration Committee and People & Organisational Development Sub-Committee

Matters considered by RemCom during 2022/23**Remuneration Committee – 14 October 2022:**

- Minutes of the previous meeting were considered and approved. Action points and matters arising were reviewed.
- The Register of Interests was included with the papers and any updates invited.
- The Senior Remuneration Annual Report to the Board 2021-22, which included Vice-Chancellor pay ratio data, was considered and approved. The Committee would recommend to the Board that the Senior Remuneration Annual Report should also constitute the Senior Remuneration Annual Statement, to be published on the Plymouth Marjon University website.
- The Committee received a contextual update from the Vice-Chancellor on key strategic priorities for the University going forward.
- Noting that this would be the final scheduled RemCom meeting attended by Vice-Chancellor, Professor Rob Warner, ahead of his retirement, the Committee thanked him for his work and achievements.
- The Committee received a contextual report from the Director of People & Organisational Development, Lucy Pengelly, regarding the recruitment and retention of staff.
- The Committee received a contextual report from Lucy Pengelly on the Universities and Colleges Employers Association (UCEA) Pay Award 2022-23.
- The Committee received a report from Lucy Pengelly on staff members' enrolment in the USS pension scheme.
- The Committee received an update from Lucy Pengelly on the Senior Management Team Reporting Structure.
- Reserved Business – (The Vice-Chancellor was not in attendance for this element of the meeting):
 - Reserved Business Minutes of the previous meeting were considered and approved.
 - The Vice-Chancellor's Key Performance Indicators (KPIs) were considered within a report presented by the Chair of the Board, Graham Raikes, MBE.

- The Committee received a report by Graham Raikes on the comparison of Vice-Chancellors' Salaries for 2019/20 and 2020/21 Ranked by Turnover and Total Remuneration.
- The Strategic Priorities and Remuneration of the next Vice-Chancellor were considered.

Remuneration Committee – 25 November 2022:

- Minutes of the previous meeting were considered and approved.
- The Register of Interests was included with the papers and any updates invited.
- The Committee received, for information: salary benchmarking information; the CUC HE Senior Staff Remuneration Code November 2021; the Senior Pay Policy.
- Reserved Business – (The Vice-Chancellor was not in attendance for this element of the meeting):
 - Reserved Business Minutes of the previous meeting were considered and approved.
 - The Committee discussed and agreed proposals regarding the remuneration package of the next Vice-Chancellor.
 - The Committee discussed and approved the appointment and remuneration of the Interim Vice-Chancellor.

Remuneration Committee – 20 April 2023:

- Minutes of the previous meeting were considered and approved.
- The Register of Interests was included with the papers and any updates invited.
- The Committee received a contextual update from Lucy Pengelly on Updates on two key areas: the national pay award and Marjon's Future Focused Workforce Initiative.
- The Committee received a report from Lucy Pengelly on SMT remuneration. The Committee noted their collective position, that (in light of the current financial climate) they did not wish to be considered for the annual pay award. Similarly, no pay increases for SMT roles were put forward to for consideration.

- The Committee received a report from Lucy Pengelly on Professorial Pay following a recommendation from the Academic Promotion Panel, in line with the Senior Pay Policy.
- The Committee reviewed its effectiveness, in line with the Board Effectiveness Annual Review Cycle:
 - Committee Terms of Reference (as per the Articles of Association, 16 May 2022), were approved. These would be brought to the Governance & Nominations Committee and on to Board of Governors for annual consideration and approval. The Terms of Reference follow, at Appendix D.
 - The Committee's Cycle of Business, and that of the People & Organisational Development Sub-Committee, which reports into Remuneration Committee, were confirmed.
 - Membership, including Committee Chair and Deputy, was confirmed. This would be brought to the Governance & Nominations Committee and on to the Board of Governors for annual consideration and approval.
- Reserved Business – (The Vice-Chancellor was not in attendance for this element of the meeting):
 - Reserved Business Minutes of the previous meeting were considered and approved.
 - Committee Chair, Professor Patricia Hind, invited Chair of the Board, Graham Raikes MBE, to summarise his report on the Vice-Chancellors' KPIs. The Committee discussed and commended the Interim Vice-Chancellor's leadership. The Committee discussed the objectives and draft KPIs of the incoming Vice-Chancellor, Professor Claire Taylor, who would commence in post in May 2023.

Senior Remuneration Annual Report 2022-23**Appendix A - List of Postholders under the remit of Remuneration Committee in 2022/23**

Professor Rob Warner, Vice-Chancellor
Professor Michelle Jones, Vice-Chancellor (Interim); Deputy Vice-Chancellor
Professor Claire Taylor, Vice-Chancellor

Professor Ian Luke, Deputy Vice-Chancellor
Katy Willis Pro Vice-Chancellor (Student Success)
Simon Arthurs, Chief Operating Officer & Finance Director
Stephen Plant, University Secretary & Registrar
Lucy Pengelly, Director of People & Organisational Development
Rev'd Michelle Parkman, Chaplain

Senior Remuneration Annual Report 2022-23

Appendix B – Senior Pay Policy

In line with the University values, the aim of this policy is to provide transparency, and clarity, with regards to the process for remunerating senior staff.

1. Coverage

This policy covers the remuneration of the University's Senior Management Team, and those on the University's senior pay spine, Grade 10.

2. Principles

The University seeks to adhere to the following principles in determining pay for senior staff:

- a) The process for remunerating senior staff will be clear and transparent and in line with the Higher Education Senior Staff Remuneration Code, which the University formally adopted in 2018.
- b) The University will monitor actively the external market with the aim of remaining fully competitive with UK-based Post 92 institutions and the GuildHE Group. This includes consideration of salary levels in other institutions and whether there is a trend for senior salary reviews to be conducted, restricted or suspended.
- c) The University will use the annual UCEA Senior Salary Survey and CUC guidance to benchmark and determine suitable pay rates. Other available benchmarking data will be provided.
- d) Pay increases will be clearly differentiated according to performance. Performance in line with position expectations will be rewarded with a pay increase that maintains pay competitiveness within the sector by application of any nationally negotiated pay award.
- e) The University will gear performance awards to those that are adding most value to the University. High or exceptional performance will be defined by reference to the strategic aims of the University.
- f) The financial framework for determining senior staff remuneration will consider the impact on total costs of employment, not just the cost of actual pay increases. This includes such considerations as the on costs of employment e.g. pension costs and national insurance contributions.
- g) The University will operate in line with Office for Students (OfS) guidance and 'have regard to' the ACEVO good pay guide, which is addressed to charities in general.
- h) Senior Post Holder remuneration should be determined in the context of the University's approach to rewarding all of its staff, and in particular, consideration should be given annually to the rate of increase of the average remuneration of all other staff.

3. Pay Structure

The main university pay scale, in line with UCEA guidelines, runs from spine point 2 – 51, consisting of 8 different pay grades. This pay scale is administered through the HERA process to ensure proper grading of all staff. The locally agreed pay spine for senior staff runs from spine point 52 to spine point 71, this is known as Grade 10. The senior pay scale encompasses two categories: senior managers, such as an Executive Dean or Pro Vice Chancellor; and, Professors. The senior staff pay spine expressly does not include posts at the level of Vice Chancellor and Deputy Vice Chancellor.

The broad senior management team comprises three categories: those on the main university pay scale, those on the local senior pay scale, and those above that scale. The review process for each category will vary, however performance will be monitored consistently as detailed in the next section.

4. Senior Staff Performance Management

The performance management of senior staff will be conducted in line with the University Performance Development Review procedures, and where applicable, the University Probationary and/or Capability Procedures. Senior staff will have an annual PDR conducted through the iReview system, prior to any review of their salary.

The outcome of each senior staff member's PDR should be recorded as follows:

- a) **Under performance** - the individual is not fulfilling many of their objectives as set out in their PDR and/or many of the expectations of the position as set out in the job description. This may include a failure to demonstrate the University's values and leadership behaviours. Under performance at this level will involve formal action through the University's Capability Procedure.
- b) **Performance which falls short of expectations** – the individual is not meeting or fulfilling some of their objectives as set out in their PDR and/or some of the expectations of the position as set out in the job description. This may include a failure in demonstrating some of the University values and leadership behaviours. This reduction in performance is likely to have occurred or been identified in the last year. It will have been raised with the individual and supportive measures have been suggested to assist improvement.
- c) **Performance meets expectations** – the individual is fully competent in their position, consistently achieving all or most of their objectives/performance expectations. The individual will also be consistently demonstrating the University values and leadership behaviours.
- d) **Performance exceeds expectations** – the individual fulfils all responsibilities, exceeds objectives/performance expectations, is easily recognisable as a high performer.
- e) **Outstanding/exceptional performance** – the individual makes an exceptional contribution to the University; a role model and star performer,

The standard increase in line with the nationally agreed pay award, salary uplift or performance related bonus should correlate with the ratings, modified only where appropriate by any considerations relating to the external market or internal relativities.

5. Remuneration Increases and Awards

There are three categories for consideration; the nationally agreed annual pay award, salary uplift or performance related bonus.

Senior staff will receive the ***nationally agreed pay award*** depending on their category of Senior Manager within the organisation.

Salary uplifts will also depend on the category of Senior Manager. However, the general principles with salary uplifts will include confirmation of the individual's performance exceeding expectations or being considered as outstanding.

Any additional increases in base pay should be justified by reference to either a shift in the external market or enhanced contribution in the position as demonstrated through development in skills, responsibilities or profile that contribute to the strategic aims of the University, and sustaining that high level of performance over time. To inform the decision-making process the Director of People & Organisational Development will provide the Remuneration Committee with indicative market ranges for the relevant jobs, based on reliable sources of survey data.

Performance related bonuses will only be awarded where the Senior Manager's performance exceeds expectations or is considered as outstanding. Performance related bonuses will not exceed £10,000 in all categories of Senior Managers.

In setting the financial envelope and guidelines for any senior salary review round, the Remuneration Committee may indicate that awards are restricted to performance related bonuses in a particular year as opposed to increases in base salary.

Performance related bonuses (i.e. awards that are not added into basic pay on a permanent basis) are payable for exceptional one-off achievements where it may not be evident that the same level of achievement is likely to be replicated in the future. Such payments are not pensionable because they are variable in nature (i.e. the same level of performance may not be replicated the following year).

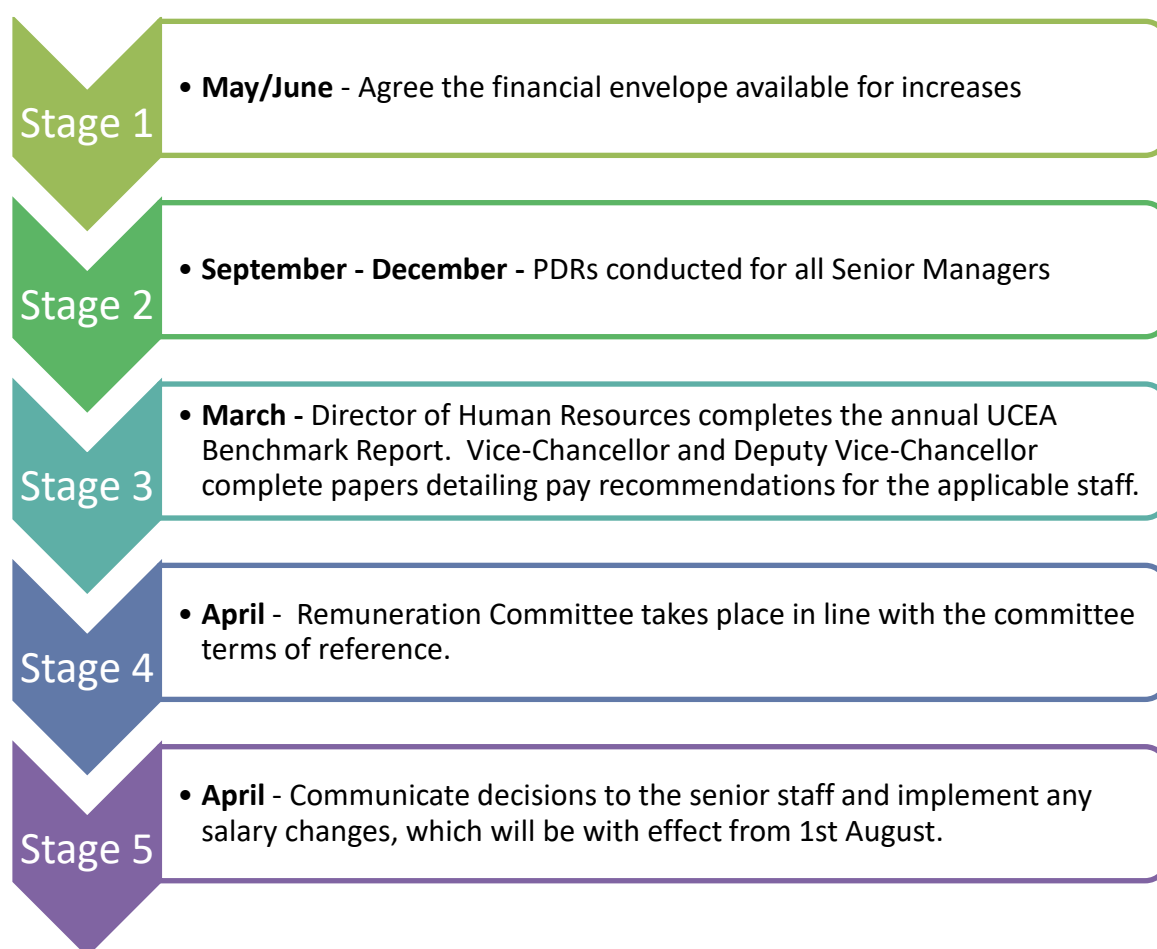
If an individual is nominated for a performance related bonus in several consecutive years the Remuneration Committee may consider whether part or all of the award should be consolidated into basic pay, on the basis that the individual is demonstrating sustained exceptional contribution to the University.

Performance related bonuses may also be made where there is clear evidence that an individual is already paid well relative to their peers, so it would be inappropriate to increase their basic salary. In these circumstances a performance related bonus, equivalent to what the individual would have received as a basic pay increase may be awarded.

6. Review Process

The annual review process, and timeline is detailed in diagram 1.

Diagram 1 Annual Review Process



The Director of People & Organisational Development report will be provided to the Remuneration Committee in advance of the meeting. The benchmark data will take due consideration of the context in which the University operates, and the size and turnover of the University.

In preparation for the Committee meeting, following the completion of the PDRs, the Vice-Chancellor and/or the Deputy Vice Chancellor will prepare papers detailing the pay

recommendations for the applicable staff. These reports will link to the value delivered by an individual in position. The paper should include detail on the following criteria:

- complexity (scale and range of decision making, collaboration and contact, time-critical activity);
- impact (on students, research, finances and people, including employees, partners and citizens);
- discretion (level of accountability, degree of autonomy and decision-making authority);
- levels of experience;
- knowledge and skills (including specialist skills) required;
- reputation and academic/professional credibility needed for the role;
- an ability to recruit and retain key staff; and
- external comparisons.

The Remuneration Committee will operate in line with its Terms of Reference and with due consideration of the CUC HE Senior Staff Remuneration Code. The Remuneration Committee will also be formulated, and will operate, in accordance with the University values and equality procedures.

The review process for each category of Senior Manager is detailed as follows:

a) Senior Managers on the main University Pay Scale, Grade 9.

- They will automatically receive the nationally agree annual pay award, and so this does not need to come to Remuneration Committee.
- Any salary uplift within the main pay scale is subject to the standard HR process (HERA – Higher Education Role Analysis). This process is designed to determine objectively any entitlement to an increase, which should then be implemented. The Remuneration Committee should therefore be notified annually of these salaries and may want to advise the Vice-Chancellor, or Deputy Vice-Chancellor, that a particular salary looks misaligned in comparison to the sector.
- Any performance-related bonus for an individual Senior Manager should be determined by the Remuneration Committee, informed by the Vice-Chancellor's or Deputy Vice Chancellor's recommendations following the defined performance outcome of their PDR.

These principles should also apply to the two other members of staff for whom the Remuneration Committee has salary responsibilities – the Clerk to the Board of Governors and the University Chaplain.

b) Senior Managers on the Local Senior Pay Scale, Grade 10.

- Remuneration Committee will decide whether the nationally agreed annual pay award is granted.
- Remuneration Committee will determine any salary uplift and/or performance-related bonus, informed by the Vice-Chancellor's or Deputy Vice Chancellor's recommendations following the defined performance outcome of their PDR.
- For internal promotions, the starting salary within this pay scale should come as the Vice-Chancellor's recommendation to Remuneration, and this decision should be made by email rather than waiting for one of Remuneration Committee's twice-yearly meetings. The Remuneration Committee may choose to delegate this authority to the Chair of the Remuneration Committee working with the Vice-Chancellor.
- For external Senior Manager appointments, the starting salary shall be determined by the Vice-Chancellor in conjunction with those Governors on the interview panel.

c) Professors on the Local Senior Pay Scale, Grade 10.

Their starting salary depends on our standard practice and market variations. That is, not all Professors in all disciplines are paid the same.

- They will automatically receive the nationally agreed annual pay award, and so this does not need to come to the Remuneration Committee.
- The Vice-Chancellor shall have the authority to determine Professors' starting salaries within the agreed pay scale.
- Salary uplifts for Professors, beyond the nationally agreed inflationary uplift will be confirmed by the Remuneration Committee, who will receive recommendations from the University Academic Promotions Board.

d) Deputy Vice-Chancellor

- Remuneration Committee will decide whether the nationally agreed annual pay award is granted.
- Remuneration Committee will determine any salary uplift and/or performance-related bonus, informed by the Vice-Chancellor's recommendations following the defined performance outcome of their PDR.
- For external appointments at this level, the starting salary shall be determined by the Vice-Chancellor in conjunction with those Governors on the interview panel.

e) Vice-Chancellor

- Remuneration Committee will decide whether the nationally agreed annual pay award is granted.
- Remuneration Committee will determine any salary uplift and/or performance-related bonus, informed by the Chair of Board's recommendations following the defined performance outcome of their PDR.
- Any decision made by Remuneration Committee will be reported verbally to the Vice-Chancellor by the Chair of Board in the first instance and in writing by the Director of People & Organisational Development.

The Vice-Chancellor will not be present in the meeting for the discussion and decision about their own remuneration. Nor will the Clerk to the Board of Governors nor the Director of People & Organisational Development.

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Appendix C – Remuneration Committee Terms of Reference

Serviced by: Governance Officer

Reports to: Board of Governors

1. Constitution

The Board of Governors has established a Committee known as the Remuneration Committee.

2. Membership and Quorum

2.1 The Remuneration Committee composition must include the Chair of the Board of Governors, be composed of a majority of Governors and have appropriate experience available to it.

2.2 Members

- Chair of the Board of Governors
- Chair or member of the Finance & Resources Committee
- Chair or member of the Audit Committee
- Other Governors
- Co-opted members as required

In attendance (as required):

- Vice-Chancellor (not for matters relating to their own performance or remuneration)
- Deputy Vice-Chancellor (not for matters relating to their own performance or remuneration)
- Director of People & Organisational Development (not for matters relating to their own performance or remuneration)
- Governance Officer

2.3 The Chair of the Board shall not be eligible to chair the committee. An Elected Governor may be a member of the Committee, or may attend meetings (without being a member) at the invitation of the Committee Chair (under Article 27.4 of the Articles of Association).

2.4 The Committee has the discretion to invite relevant officers to attend the meeting for specified items, including the Vice-Chancellor and Deputy Vice-Chancellor. Any member of staff, including the Vice-Chancellor, should withdraw from the Committee when their own salary, terms and conditions or severance payments are under consideration. The Committee may meet without any officers present.

- 2.5 The Committee may co-opt additional members with knowledge of the salaries, terms and conditions of service of senior staff in Higher Education.
- 2.6 The meeting shall be quorate when the Chair (or Deputy) and two Governors are present.

3. Frequency of meetings

- 3.1 The Committee shall normally meet at least once per year to carry out the annual review of senior staff salaries and conditions; a special meeting will be convened if required arising from the recruitment, resignation or retirement of one of the senior staff within its remit.

4. Authority

- 4.1 The Board of Governors delegates to the Committee full powers to act on its behalf and in its name in all matters relating to the terms and conditions of service and the emoluments of the holders of 'Senior Posts' as defined in the Articles of Association.
- 4.2 The Committee is not authorised to make decisions on those issues which are properly the responsibility of the full Board of Governors.
- 4.3 The Committee delegates responsibility for consideration of human resources matters to the People & Organisational Development Sub-Committee.

5. Duties

- 5.1 To consider and approve the structure of senior staff, defined in the Senior Pay Policy.
- 5.2 To consider the performance development reviews of senior staff.
- 5.3 To determine on behalf of the Board of Governors, at least annually, and according to the Senior Pay Policy, the total emoluments and conditions of service of senior post holders¹. This may include senior managers on the main university pay scale, on the local senior pay scale on or above grade 10, the Deputy Vice-Chancellor and Vice-Chancellor. The University Secretary and University Chaplain will also be considered within the remit of the Senior Pay Policy, as per the Articles of Association.

The Committee will seek comparative information on salaries and other emoluments and conditions in the sector from the Universities and Colleges Employers' Association (UCEA) to inform decisions and ensure that all arrangements are unambiguous and diligently recorded.

¹ The Articles of Association dictate that Holders of Senior Posts include :

- "The Vice-Chancellor, Chaplain and University Secretary, and such other postholders as the Governing Body may determine from time to time in accordance with Article 25.1.4"

- 5.4 The committee will consider the appointment and, annually, the salary position of senior post holders as recommended by the Chair of the Board and Vice-Chancellor.
- 5.5 To determine, on behalf of the Board of Governors, severance arrangements for staff as defined as senior post holders.
- 5.6 To ensure that all conditions of service comply with the requirements of employment law, including equal opportunity legislation.
- 5.7 To consider the public interest and the safeguarding of public funds alongside the interests of the institution when considering all forms of payment, reward and severance to the staff within its remit.
- 5.8 The Committee shall conduct its business in accordance with the Articles of Association, the Terms and Conditions of funding between the OfS and the University, and the CUC Higher Education Senior Staff Remuneration Code.

6. Reporting procedures

- 6.1 The minutes of meetings of the Remuneration Committee will remain confidential but will be available on request to Governors, the Internal and External Auditors.
- 6.2 The Committee must report on its decisions and operation at least annually to the Board of Governors; such a report should not normally be withheld from any members of the Board of Governors.

Appendix D – Cycle of Business of Remuneration Committee and People & Organisational Development Sub-Committee

Key: amber = agenda item as appropriate		M1 RemCom	M2 P&OD Sub	M3 RemCom	M4 P&OD Sub
Remuneration Committee and People & Organisational Development Sub-Committee		14-Oct-22	02-Nov-22	28-Apr-23	16-Jun-23
Governance & Housekeeping					
Apologies & Declaration of Conflict of Interests	Information	x	x	x	x
Minutes of Previous Meeting	Approval	x	x	x	x
Matters Arising	Information	x	x	x	x
To Review Committee Effectiveness, Membership (including Confirmation of Chair/Deputy), Cycle of Business and Terms of Reference (approval)	Approval			x	x
Performance, Policy & Remuneration					
To Consider and Approve the Senior Remuneration Annual Report to the Board	Approval	x			
To Consider and Approve the Structure of Senior Staff	Approval	x			
To consider and approve the remuneration for Senior Management Team, the award of any bonus payments and award of inflationary salary increase . Benchmarking data to be provided, for comparison with sector norms and rewards system for all staff. RW to attend in advisory capacity regarding senior staff.	Approval			x	
To consider and approve the recommendations of Academic Promotion Panel with regard to professorial uplifts	Approval			x	
To approve any other Senior Staff salary increases and bonus payments + comparison with the sector norm and Rewards System for all staff	Approval			x	
To note inflationary salary increases - ie UCEA Pay Award	Approval	x		x	
To Consider USS financial risk and implications	Information	x			
To review Senior Pay Policy	Discussion	x		x	
To review terms and conditions of staff	Discussion	x			
To determine severance arrangements for senior staff, as and when required	Approval	x		x	
To consider a contextual update/assurance on relevant risks associated with this committee	Information	x		x	
To receive a People Strategy Update, to cover key strands and action plan	Discussion		x		x
To consider the UCEA sickness absence survey outcomes	Information		x		
To consider the HESA staff return and information on staff turnover	Information				x
To consider the Staff Survey outcomes (full survey every two years)	Information				x
To receive an update on any new employment/payroll/pension legislation that came into effect in April	Information				x
End of meeting – does any of today's discussion impact on current risk register – any proposed changes?	Discussion	x	x	x	x
RESERVED BUSINESS					
RB Minutes of Previous Meeting	Approval	x	x	x	x
To review the Vice-Chancellor's KPIs	Approval	x		x	
To provide a report on the performance of the Vice-Chancellor	Discussion			x	
To consider and approve the remuneration for Vice-Chancellor and the award of any bonus payments. Benchmarking data to be provided, for comparison with sector norms and rewards system for all staff. The Vice-Chancellor will not be present for this item.	Approval			x	
		14	7	16	10