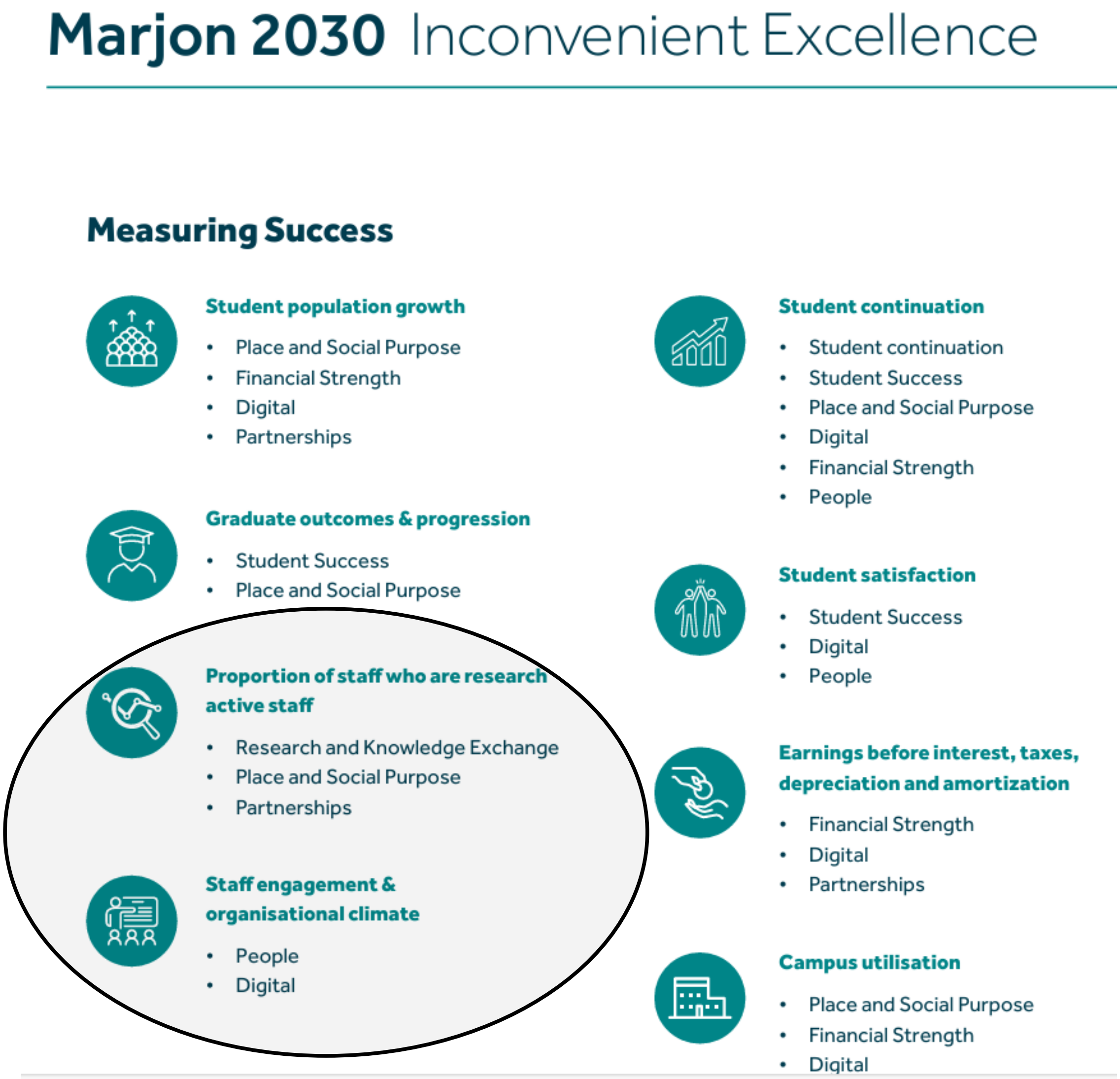
BOARD OF DIRECTORS 2026/27

Remuneration Committee
Terms of Reference

Committee Scope in alignment with Marjon 2030 Strategy	
Key Enablers:	
• People	PE-1. Champion and develop values-based leadership, behaviours and decision making. PE-3. Re-design our operating approaches and organisational development plan to align our people resource to our strategic priorities



CUC HE Code of Governance 2026 mapping of 'MUST' requirements			
Code Section	Location in Code	Provision	'MUST' Requirement
1. Institutional Leadership & Purpose	Leadership	O3	The Board must appoint a fit and proper Head of Institution [and] University Secretary … through a rigorous, transparent and merit-based process.
1. Institutional Leadership & Purpose	Leadership	O5	The Board must satisfy itself that the Institution has appointed an effective Executive leadership team with the capacity and capability to deliver the agreed strategy and culture, and that development plans are in place and that performance reviews are undertaken for them.

1. Constitution

The Board of Directors (BoD) has established a remuneration committee (Article[1] 27.3) known as the 'Remuneration Committee' (RemCom).

2. Purpose and Scope

2.1 **Purpose** – RemCom supports BoD by exercising delegated authority in relation to the remuneration, terms of service and severance arrangements of holders of senior posts, in order to promote fairness, transparency, accountability and value for money. RemCom ensures that senior remuneration arrangements are clearly linked to role requirements, individual and collective performance, and contribution to the delivery of the University's purpose, values and strategic priorities. Remuneration decisions are intended to support the recruitment, motivation and retention of high-quality leadership, while remaining proportionate, defensible in the public interest and consistent with the safeguarding of public funds.

2.2 Within authority delegated by BoD, and subject at all times to the University's Articles of Association, RemCom's scope includes:

- determination, on behalf of BoD, the remuneration, terms of service of holders of senior posts, including the Vice-Chancellor and other senior postholders as defined in the Articles of Association;
- approval of the structure of senior roles and associated pay frameworks, in line with the University's Senior Pay Policy;
- consideration of senior staff performance development reviews, with particular regard to how individual and collective performance, behaviours and leadership contribution support the achievement of the University's strategic objectives and values, insofar as they inform remuneration decisions;
- determination of severance and other non-standard pay arrangements for senior postholders, ensuring compliance with contractual, statutory and regulatory requirements and that decisions are fair, proportionate and justifiable in the public interest;
- assurance that senior remuneration arrangements are lawful, appropriate, transparent and consistent with principles of equality, diversity and inclusion;
- consideration of external comparators, market data and sector practice to inform decision-making, while avoiding unjustified pay inflation.

[1] The University's Articles of Association – published on the website here.

In exercising its remit, the Committee takes a structured and evidence-based approach to linking performance, contribution and reward, ensuring that remuneration outcomes reflect delivery against agreed objectives, leadership responsibilities and institutional priorities.

In discharging its role, the Committee actively considers the public interest, the safeguarding of public funds, and the expectations of students, staff, regulators and wider stakeholders. The Committee supports BoD in complying with the Office for Students' conditions of registration, and operates in accordance with the CUC Higher Education Senior Staff Remuneration Code and the principles of the CUC Higher Education Code of Governance (2026).

3. Membership and Quorum

3.1 RemCom composition must include the Chair of the BoD, be composed of a majority of nominated[2] Directors and have appropriate experience available to it.

3.2 Members:

- Chair of BoD
- Chair or member of the Finance, Resources and Investment Committee
- Chair or member of the Culture & Community Committee
- Other Directors
- Associate Directors as required; appointments to be recommended by Governance, Strategy and Foresight Committee (GSAF) for BoD approval.

In attendance (as required):

- Vice-Chancellor (not for matters relating to their own performance or remuneration)
- Director of People & Operations
- Governance Services Manager (responsible for servicing the Committee)

3.3 The Committee's Chair shall be a nominated Director and appointed by BoD on the recommendation of GSAF. The Chair of BoD shall not be eligible to chair the Committee.

[2] Article 16.1.3 defines these as Directly Appointed, Bishop Nominated or National Society

3.4 An Elected Board Director[3] may be a member of the Committee or may attend meetings (without being a member) at the invitation of the Committee Chair (Article 27.4).

3.5 The Committee has the discretion to invite staff members to attend the meeting for specified items. Any member of staff, including the Vice-Chancellor, must withdraw from the Committee when their own salary, terms and conditions or severance payments are under consideration.

3.6 A quorum exists when no fewer than three members are present, to include the Committee Chair or Deputy. The majority must be nominated Directors.

4. Frequency of meetings

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

5. Authority

5.1 BoD delegates to the Committee full powers to act on its behalf and in its name in all matters relating to the terms of service and the emoluments of the holders of Senior Posts[4] as defined in the Articles of Association in alignment with the Senior Pay Policy.

5.2 The Committee is not authorised to make decisions on those issues which are properly the responsibility of the full Board.

6. Duties

6.1 To recommend to BoD the determination of which senior staff are holders of 'Senior Posts' as defined in the Articles of Association.

[3] Staff or Student Elected Board Directors
[4] Vice-Chancellor, Chaplain, University Secretary and any others as determined by BoD (Article 25.1.4)

6.2 To consider and approve the structure of senior staff, defined in the Senior Pay Policy.

6.3 To consider the performance development reviews of senior staff.

6.4 To determine on behalf of BoD, at least annually, and according to the Senior Pay Policy, the total emoluments of senior post holders. This may include Executive Leadership Team members and senior managers on the Nationally Agreed pay scale, and on the locally agreed senior pay scale on or above grade 10. The University Chaplain will also be considered within the remit of the Senior Pay Policy, as a 'senior post holder' under the Articles of Association.

The Committee will seek comparative information on salaries and other emoluments and conditions in the sector to inform decisions and ensure that all arrangements are unambiguous and diligently recorded.

6.5 The Committee will review the University's approach to the appointment and promotion of senior post holders as recommended by the Chair of BoD and Vice-Chancellor.

6.6 To determine, on behalf of BoD, severance arrangements for staff as defined as senior post holders.

6.7 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.

6.8 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.

7. Reporting procedures

7.1 The minutes of meetings of the Remuneration Committee will remain confidential but will be available on request to Board Directors (redacted as appropriate, with regard to performance or remuneration), the Internal and External Auditors.

7.2 The Committee must report on its decisions and operation at least annually to BoD; this will be in the form of the Senior Remuneration Annual Statement, published on the University's website.

8. Clerking arrangements

8.1 The clerk to RemCom will be the Governance Services Manager (or another appropriate independent individual).

9. Review

9.1 RemCom should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to BoD.