

**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)
- Chief Operating Officer
- Director of People
- Governance Officer (minute-taker)

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.

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- 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 Committee members are present, the majority of whom must be 'Nominated' governors, ie Directly Appointed, Bishop, National Society.

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

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

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the local senior pay scale on or above grade 10, the Deputy Vice-Chancellor and Vice-Chancellor. The 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.

- 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.

- "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"