



## **REMUNERATION COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. OVERVIEW**

- 1.1 Responsible to the Board of Governors to determine, monitor and review the remuneration and conditions of service of the Vice-Chancellor and senior post-holders (a member of the University Executive Team who reports directly to the Vice-Chancellor). To oversee also the general approach to remuneration for the University Leadership Team and the Professoriate.

#### **2. DUTIES**

- 2.1 To determine, monitor and review on behalf of the Board of Governors, the remuneration and conditions of service of the Vice-Chancellor and senior post-holders (a senior post-holder is defined as a member of the University Executive Team who reports directly to the Vice-Chancellor) after:
- commissioning and evaluating information and advice from external consultants, including comparative information on salaries and other emoluments and conditions of service in the university sector;
  - receiving advice from the Vice-Chancellor (except in the matter of the remuneration and conditions of service of the Vice-Chancellor); and
  - ensuring compliance with the Committee of University Chairs Higher Education Senior Staff Remuneration Code.
- 2.2 To ensure a clear policy is adopted by the University in regard to external income for senior post-holders and to be the approving body for requests from senior post-holders to undertake external roles, whether paid or unpaid.
- 2.3 To approve the appointment of specialist external remuneration advisers.
- 2.4 To oversee the general approach to remuneration for the University Leadership Team and the Professoriate.
- 2.5 To approve a schedule of anonymised salary details collated in accordance with the Committee of University Chairs Higher Education Senior Staff Remuneration Code prior to publishing on the University's website.

#### **3. REPORTING PROCEDURES**

- 3.1 An annual report on remuneration will be issued to all members of the Board of Governors and published on the University website.

#### **4. CLERKING ARRANGEMENTS**

- 4.1 The clerk to the Remuneration Committee shall be the Clerk to the Board of Governors (or other appropriate independent individual).

#### **5. MEMBERSHIP**

- 5.1 Subject to the remaining provisions of this section, members of the Committee shall be drawn from the independent members of the Board of Governors.
- 5.2 The Pro-Chancellor will be an ex-officio member of the Committee.

- 5.3 The Vice-Chancellor shall not be a member of the Committee.
- 5.4 The Chair must be an independent governor who is not the Chair of the Board of Governors.
- 5.5 At least one member should have expertise in the field of remuneration.
- 5.6 The Committee may also choose to appoint a lay (co-opted) member with appropriate experience in remuneration and employment related matters.
- 5.7 Membership of the Committee should include representatives to provide a "student voice" and a "staff voice".
- 5.8 The quorum shall be either three, or one-third, whichever is the greater of the currently serving members, rounded up to the nearest whole number where the calculation of one-third does not produce a whole number. The quorum should include at minimum the Chair or Deputy Chair and one other independent governor.

## **6. ATTENDANCE AT MEETINGS**

- 6.1 The Vice-Chancellor shall normally attend meetings, but must withdraw during any consideration of the remuneration and conditions of service of the Vice-Chancellor.
- 6.2 The Director of Human Resources shall normally attend meetings. Other senior officers within the University may be requested to attend where business relevant to them is to be discussed.

## **7. FREQUENCY OF MEETINGS**

- 7.1 Meetings shall normally be held at least once each year, and more frequently as required to manage the business of the Committee.

## **8. AUTHORITY**

- 8.1 The Committee is authorised by the Board of Governors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.

26 November 2024