

Remuneration Committee

Terms of Reference

In accordance with the Articles of Government and University Bye-laws, the following Committee shall be appointed with the membership and terms of reference indicated, and subject to the general provisions set out below.

Purpose

- To act on behalf of the Board of Governors in respect of the employment and remuneration of senior post holders
- To exercise oversight of decisions about the remuneration of senior managers who are outside national pay negotiations in order to ensure that the University's policy for the remuneration of these staff is followed

Members

Ex Officio

- Chair of the Board of Governors

Governors

- Deputy Chair of the Board of Governors
- Three other independent Governors (excluding governors who are staff of the University) who have expertise in Finance, and/or Human Resources and/or Remuneration at senior levels of organisations
- One student governor, the President of the Students' Union

External Members

- Up to three members co-opted to the Committee as external members, having expertise in remuneration issues and the practice in other institutions and sectors, to help the Board ensure that remuneration remains fair but also competitive

Chair

- The Deputy Chair of the Board of Governors is ex-officio Chair of the Committee
- In the absence of the Chair, the Remuneration Committee will be chaired by its Deputy Chair
- The Deputy Chair of the Remuneration Committee is elected by the Committee on the recommendation of the Chair of the Board
- The Deputy Chair of the Remuneration Committee is elected for a maximum of two three-year terms of office
- The Deputy Chair will be selected from amongst the members who are independent or co-opted governors of the University

Attendees

The following are in attendance at the invitation of the Committee:

- Chair of the Audit Committee
- Vice Chancellor
- Director of Human Resources

Clerk

The Clerk to the Board of Governors shall be Clerk to the Committee.

Quorum

The quorum is five of the nine members of the Committee, or where there are vacancies, the same proportions, as rounded up, of those members eligible to be present.

Frequency of Meetings

Meetings shall be held at least twice per year.

Terms of Reference

Definitions

Senior Post Holders – Vice-Chancellor, Chief Operating Officer, Clerk to the Board of Governors

Senior Managers – Executive Deans, Deans, Directors

Senior Post Holders

1. To determine and review, within the budget agreed by the Board, the salaries, terms and conditions of those classed as senior post holders under the Articles of Government 3.1.4
2. To determine and review benefits or bonuses allocated to the senior post holders
3. To determine and oversee severance arrangements for senior post holders in accordance with any University policy on severance or redundancy approved by the Board of Governors and in line with external guidance from regulators.
4. To determine the arrangements for the expenses or honoraria for any non-salaried positions – such as Chancellor or Pro Chancellor - appointed by the Board of Governors.

Senior Managers

5. To receive and review the Vice Chancellor's decisions regarding the salaries of other senior managers and their terms and conditions.
6. To receive the proposals from the Vice Chancellor for benefits and bonuses and arrangements for other senior managers.
7. Where the Committee's recommendations have implications for other employees, to advise the Board of Governors on these

Other Matters

8. To gather information on and pay due regard to the pay and conditions of other staff in the University, the position across the Higher Education Sector and in similar posts in other sectors, when making decisions on senior post holders and reviewing other decisions on remuneration. The Remuneration Committee may secure comparative information on salaries and conditions of service of such senior staff from the University and Colleges' Employers' Association (UCEA). It may also commission independent consultants to provide information and guidance on particular matters
9. Members of staff shall not take part in or be present during the consideration of their own remuneration, terms and conditions or severance payments, except on the request of the Chair with the agreement of members where it is beneficial to the University to ensure effective solutions are identified. All such decisions will be recorded in the minutes

Delegated Powers and Authorities

Determination of the salaries, terms and conditions, benefits and bonuses and severance arrangements of senior post holders

Reporting

- Papers and minutes of the Remuneration Committee are commercially confidential to members and attendees unless specifically designated for release
- An oral report on relevant business transacted shall be made to the Board of Governors by the Chair of the Remuneration Committee and the Chair of the Board as appropriate
- There is an annual written report from the Remuneration Committee to the Board of Governors

Approved/Reviewed

| Version | Date | Comments |
|-------------|-----------|---|
| D2.0 | May 2013 | Second Issue |
| D2.1 | Sept 2013 | Second Issue Update |
| D2.2 | Sept 2014 | Second Issue Chair's Update |
| D2.3 | July 2015 | Second Issue Update |
| D2.4 | Aug 2015 | Second Issue Chair's Update |
| D2.5 | Sept 2015 | Second Issue Update |
| D2.6 | Jan 2017 | Updates to chairing arrangements approved by Board on 25.01.17 |
| D3.0 | Feb 2017 | Updates approved by Board on 22.02.17 |
| D3.1 | July 2018 | Removal of VC from membership for compliance with HE Senior Staff Remuneration Code |
| R3.2 | July 2019 | Addition of student governor and one further external member to the membership. Amendment to quorum |