

Remuneration Committee

Terms of Reference

The Board of Governors has delegated that the Remuneration Committee shall:

1. determine the emoluments of senior post holders, including annual salary reviews. The holders of senior posts are the Vice-Chancellor, the Chief Operating Officer, the Clerk to the Governors, and such other staff as shall be designated from time to time by the Board of Governors;
2. determine any severance payment to be offered to a senior post holder in relation to the termination of his/her employment under the terms of a Settlement Agreement.
3. endeavour to support and develop the culture and behaviour within the institution, and the delivery of the University Strategic Plan.
4. conduct itself in accordance with the [CUC HE Senior Staff Remuneration Code](#)
5. where practicable conduct itself in accordance with the [CUC HE Code of Governance](#).

Frequency of Meetings

Annually

Reporting Line

Board of Governors

Current Sub-Committees

None

Membership

Ex-officio

Chair of the Board of Governors

Vice-Chair of the Board of Governors

Appointed

Three members appointed from the Board of Governors from its external members.

One member will be a member of the Risk and Audit Committee and one member will be the Chair of the Human Resources Committee.

Chair

The Chair of the Committee shall be the Chair of the Human Resources Committee.

In the absence of the Chair, those members present at a meeting shall elect a Chair from amongst those members present.

In line with the CUC Remuneration Code, the Chair of the Board cannot be the Chair of the Remuneration Committee.¹

¹ [Remuneration-Code-Revised-November-2021-final-1.pdf \(universitychairs.ac.uk\)](#), Element II- Procedural fairness, Principle (e), page 4.

Terms of Office

The three external Governor members shall be appointed for a period of three years and shall be eligible for re-appointment.

Attendees

The Chair shall be entitled to invite to a meeting a person or persons to act in an advisory capacity.

Attendance by the Vice-Chancellor and Designated Staff

The Vice-Chancellor, nor another member of the designated staff, is not be a member of the Remuneration Committee.

The Vice-Chancellor will only attend parts of the meeting to deliver to the Remuneration Committee information on the performance of staff who directly report to them. The Vice-Chancellor may attend other parts of the meeting only if it is deemed appropriate by the Remuneration Committee.

The Vice-Chancellor will not be present when emoluments are decided for any member of the designated staff, including themselves.

Secretary

The Director of Human Resources will attend the meeting in an advisory capacity and also serve as the Secretary to the Remuneration Committee.

Meeting Procedures**Agenda**

The agenda and papers shall be circulated to members in advance of the meeting by the Secretary. The Clerk to the Board will provide administrative support in the preparation of the agenda and the circulation of papers to the members.

Quorum

There shall be a quorum when at least three members are present at a meeting.

Minutes and Annual Summary

Minutes shall be kept of the proceedings of all meetings of the Committee by the Secretary and the Committee Chair will present an update to the next meeting of the Board of Governors. Minutes are available to all Governors on request. Minutes will be made available upon request to non-Governors, subject to compliance with privacy regulations and consultation with the Committee Chair.

The Secretary will arrange for an annual summary of the decisions of the Remuneration Committee to be posted on the University website.²

² [Remuneration-Code-Revised-November-2021-final-1.pdf \(universitychairs.ac.uk\)](#): Element III – Transparency and Accountability

Review and Amendments

These terms of reference will be reviewed annually by the Committee, with any proposed amendments approved at a duly constituted meeting of the Board of Governors.³

³ Approved by the Board of Governors 14 May 2015.

Updated July 2018.

Updated June 2021, and approved on behalf of the Board by the Standing Committee on 22 June 2021.