

Remuneration Committee (Vice-Chancellor) Constitution & Terms of Reference

Remuneration Committee

Version: 1.0

The Governing Body and its committees will conduct their business in a way that is consistent with, and reflects and promotes, the University's commitment to equality and diversity.

1. Purpose

To address performance, remuneration and conditions of service for the **Vice-Chancellor**.

2. Constitution and membership

The Committee shall be constituted as follows:

		Expiration of current term of office
Chairman of Governing Body, ex officio	Phil Cotton*, Independent Governor & Chair of Board	31 July 2021
Three additional independent Governors	James Rimmer, Audit Chair Stephen Bolton, Resources Chair Professor Ruth Farwell CBE DL, Independent Governor	31 July 2021 31 July 2021 31 July 2021
One independent specialist, co-opted member, with expertise in senior appointments	Georgina Corbett	November 2022

* Appointed as Chair 1 August 2019

In attendance to provide advice and guidance to the Committee:

Head of People and Development, Schools and Strategy	Gemma Baker
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- 2.1 The period of office for Governors will run concurrently with their period of office on Governing Body. The period of office for the co-opted member will be for an initial three years. Re-appointment will be subject to review by the Governance and Nominations Committee and with a maximum overall period of office of three terms of three years each.

2.2 Election of Chair

The Chair of the Committee shall be selected from amongst the independent Governors of the Committee, excluding the Chairman of the Governing Body, and will be appointed for three years. The Chairman of the Governing Body will not serve as Chair.

3. Terms of Reference

3.1 To consider and advise the Governing Body on:

- the Policy Framework within which remuneration and conditions of service for the **Vice-Chancellor** of the University should be set;
- on the operation of the Remuneration Committee, taking account of relevant sector developments.

3.2 To be responsible, on behalf of the Governing Body, and within the approved Policy Framework for:

- appointment of **Vice-Chancellor** which is a Board appointment;
- determining the annual pay award of the **Vice-Chancellor** with appropriate reference to individual performance and comparative data;
- approving the PDR objectives set for the **Vice-Chancellor** by the Chair;
- determining and reviewing the salary, benefits and conditions of service of the **Vice-Chancellor**, seeking comparative information within the higher education sector and beyond to inform its decisions;
- determining any severance payments to the **Vice-Chancellor**, ensuring appropriate advice (including legal advice) is obtained where necessary with particular regard for the University's status as a charity.

Remuneration Committee decisions will seek to ensure that senior remuneration is fair, appropriate and justifiable, with particular regard to its responsibility to take account of public interest and the safeguarding of public funds.

3.3. To refer to Governing Body or other committees any relevant matters for consideration.

3.4 Delegation of responsibilities

The Committee does not routinely delegate any categories of business.

4. Procedural rules

4.1 Quorum

Three (3) members, 2 independent governors and one independent specialist member.

4.2 Meetings

The Committee shall meet twice a year unless otherwise agreed by the Committee Chair.

4.3 Agenda

The agenda shall be the responsibility of the Committee Chair, serviced by the Clerk to the Board of Governors or nominee, who shall normally provide the agenda and supporting papers seven (7) days prior to the meeting.

5. Reporting

Decisions and recommendations of the Committee will be reported to the Governing Body by way of formal written report by the Committee Chair to provide sufficient assurance that the Committee has effectively discharged its responsibilities.

Remuneration Committee (Vice-Chancellor) - Main Items of Business

The Committee will meet twice a year.

Main items of business for each meeting are detailed below.

March/ April

- To review the Committee's Constitution and Terms of Reference.
- To review the Framework for Decision-Making in relation to Vice-Chancellor pay.
- To consider changes in the external policy or regulatory context that may impact on the Committee's operation.
- To undertake a self-challenge exercise to consider the effectiveness of the Committee, feeding into wider governance effectiveness reviews as appropriate.

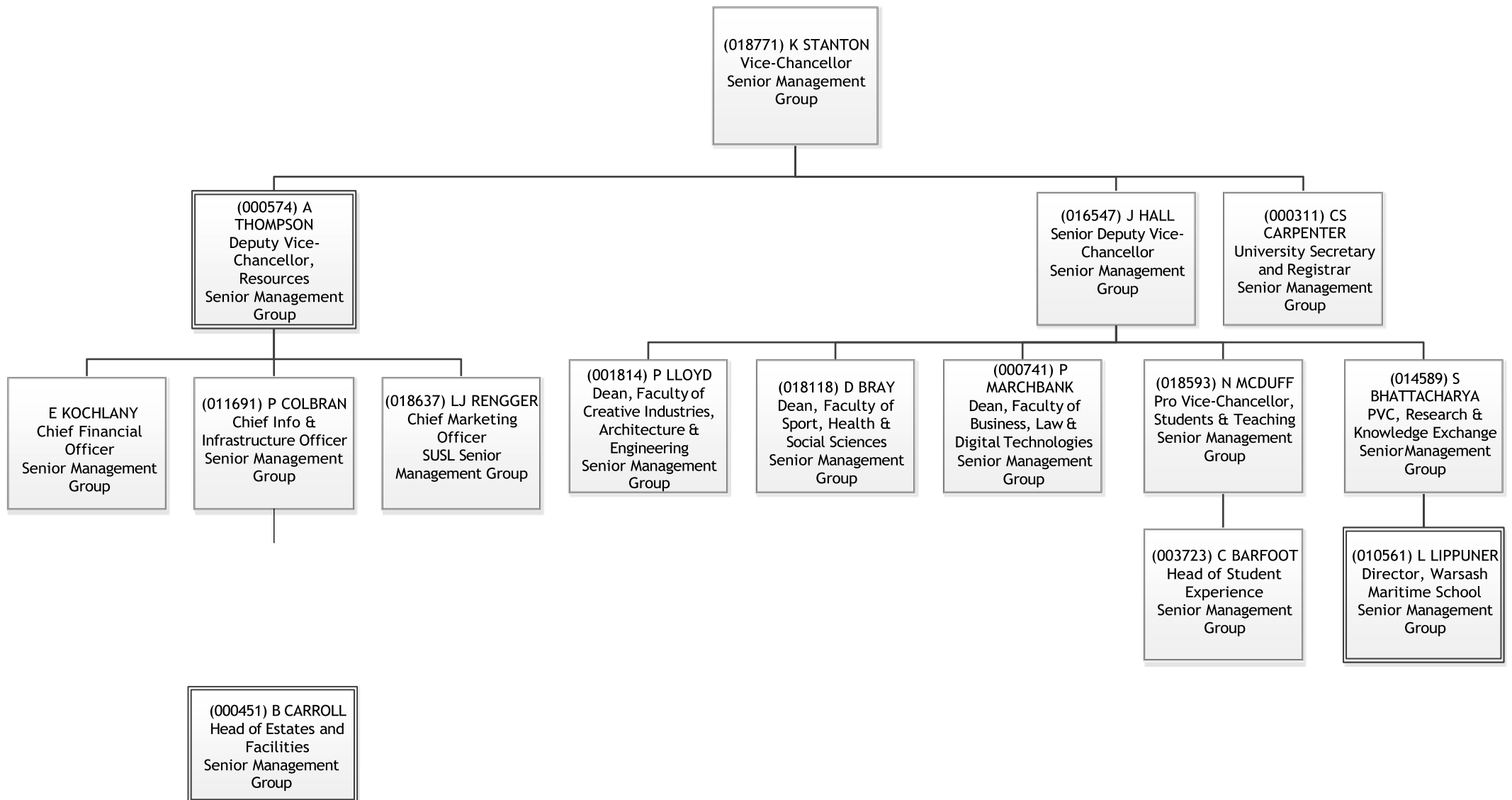
September

- To consider the performance report on the Vice-Chancellor (with more than 6 months service) and review remuneration in this context and wider information on market pay.
- To review the type and value of benefits awarded to the Vice-Chancellor.

SOLENT
UNIVERSITY

SOUTHAMPTON

Senior Manager Pay Grade



Remuneration Committee

(Vice-Chancellor)

Constitution & Terms of Reference
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