

# Remuneration Committee (Senior postholders, Vice- Chancellor's Group and spot salaries) 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, conditions of service and severance for senior postholders, Vice-Chancellor's Group (VCG) (excluding the Vice-Chancellor), other staff on spot salaries including Directors/Heads and the Clerk to the Governors and severance arrangements as follows:

### 1.1 Senior postholders

Senior Deputy Vice-Chancellor, Academic  
Deputy Vice-Chancellor, Resources  
Chief Finance Officer

### 1.2 Vice-Chancellor's Group:

University Secretary and Registrar  
Pro Vice-Chancellor, Research and Knowledge Exchange  
Pro Vice-Chancellor, Students and Teaching  
Chief Operations Officer  
Chief Marketing Officer  
Dean, Business, Law and Digital Technologies  
Dean, Creative Industries, Architecture & Engineering  
Dean, Sport, Health & Social Sciences

### 1.3 Spot salaries

Director, School of Business  
Director, School of Law  
Head of Estates and Facilities  
Head of Student Experience

### 1.4 Clerk to the Governors

## 2. Constitution and membership

The Committee shall be constituted as follows:

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

\*Appointed as Chair 1 August 2019

In attendance to provide advice and guidance to the Committee:

Vice-Chancellor	Professor Karen Stanton
Head of People and Development, Faculties and Strategy	Gemma Baker

- 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 two years. Re-appointment of Governors 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, or four terms of two years in respect of the co-opted, specialist member.

## 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 Senior postholders, Vice-Chancellor's Group and staff on spot salaries 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:

determining any severance payments for senior postholders or for any payments of over £75k, ensuring appropriate advice (including legal advice) is obtained where necessary with particular regard for the University's status as a charity.

#### Senior postholders

- **determining** the annual pay award
- **determining** the salaries and up to 5% performance related pay with appropriate reference to individual performance and comparative data
- **approves** salary, contract and other terms and conditions as required on appointment
- **reviewing** PDR objectives set by the Vice-Chancellor

#### Vice-Chancellor's Group

- **reviewing** the annual pay award
- **reviewing** the salaries and up to 5% performance related pay of the Vice-Chancellor's Group with appropriate reference to individual performance and comparative data and as proposed by the Vice-Chancellor
- **reviewing** PDR objectives

#### Staff on spot salaries

- **reviewing** the annual pay award
- **reviewing** the salaries and up to 5% performance related pay with appropriate reference to individual performance and with appropriate

reference to individual performance and comparative data and as proposed by the Vice-Chancellor

- **reviewing** PDR objectives

Clerk to the Governors

- **determining** the annual pay award
- **reviewing** the salary

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. Comparative information from within the higher education sector and beyond will be used to inform its decisions (salaries will usually be +/- 5% of the UCEA Senior Manager pay analysis).

**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 Secretary 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 (Senior postholders, VCG and staff on spot salaries) - 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 pay for senior postholders, Vice-Chancellor's Group, staff on spot salaries and the Clerk to the Governors.
- 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 senior postholders, Vice-Chancellor's Group and staff on spot salaries (with more than 6 months service) and **determine/review** remuneration as appropriate in this context and wider information on market pay.
- To report on severance activity and budgets with specific reference to termination payments in excess of £75k which are determined by the committee .
- To **determine** the type and value of benefits awarded to the Vice-Chancellor.

## Senior Manager Pay Grade

