
**TERMS OF REFERENCE OF REMUNERATION COMMITTEE (SENIOR
POSTHOLDERS, VICE-CHANCELLOR'S GROUP AND SPOT SALARIES)**

The Board of Governors and its committees will conduct their business in a way that is consistent with and reflects and promotes the [University's Equality, Diversity and Inclusion Plan](#).

Constitution

1. The Board of Governors has established a committee known as the Remuneration Committee (Senior Postholders, Vice-Chancellor's Group and Spot Salaries).

Authority

2. 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 (from Dec 2022):
 - a) Senior postholders
 - Provost
 - Deputy Vice-Chancellor, Resources
 - Chief Financial Officer
 - b) Vice-Chancellor's Group:
 - Chief Student Officer and University Secretary
 - Chief Commercial and Marketing Officer
 - Chief Operations Officer
 - c) Spot salaries
 - Director of WMS
 - Head of Estates and Facilities
 - Head of People & Development
 - Head of Marketing and Communications
 - Vice-Provost Research and Innovation
 - Vice-Provost Education
 - Associate Provost of Academic Strategy
 - Academic Registrar
 - d) Clerk to the Governors

Membership

3. The Committee shall be constituted as follows: four Independent Governors (including the Chairs of Audit and Resources Committees, the Chair of the Board of Governors) plus an external, expert committee member.

Procedural rules

4. 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.
5. The Chair of the Committee shall be selected from amongst the independent Governors of the Committee, excluding the Chair of the Governing Body, and will be appointed for three years. The Chair of the Governing Body will not serve as Chair.
6. The quorum for the committee shall be three (3) members of whom at least two (2) must be Independent Governors and one independent specialist member.
7. The Vice-Chancellor and Head of People & Development will routinely be in attendance.
8. 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) calendar days prior to the meeting.
9. Meetings of the Committee shall normally be held at least two (2) times each year unless otherwise agreed by the Committee Chair.
10. The minutes of meetings of the Committee will be circulated to all Committee members. Decisions and recommendations of the Committee will be reported to the Governing Body by way of a report by the Committee Chair to provide sufficient assurance that the Committee has effectively discharged its responsibilities.
11. The Clerk to the Committee shall be the Head of People & Development.
12. The constitution and terms of reference of the Committee shall be formally reviewed on an annual basis by the Governance Committee and recommended to the Board of Governors.

Duties**13. To consider and advise the Governing Body on:**

- a) 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;
- b) on the operation of the Remuneration Committee, taking account of relevant sector developments.

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

- a) 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.
- b) 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 set by the Vice-Chancellor

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

15. 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).

16. The Committee will consider such other matters as may be referred to the Committee by the Board of Governors, or by another Committee where it is relevant to the terms of reference.