

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

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**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](#).

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 and Solent Values.

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 and the Clerk to the Governors, and severance arrangements over £75k as follows:

- 1.1 Senior postholders
Vice-Chancellor
Chief Financial & Operating Officer
- 1.2 Vice-Chancellor's Group
Chief Marketing Officer
Chief People & Culture
Officer PVC Education
PVC Research, Academic Strategy,
Planning PVC Students & Governance
- 1.3 Spot salaries
Academic Registrar
Associate PVC Research & Innovation
Associate PVC Education and Partnerships
Director of Digital Transformation: Information & Communications Technology
Director of Estates and Facilities
Director of Finance
Director of Student Success
Director of WMS
- 1.4 Clerk to the Governors

2. Constitution and membership

The Committee shall be constituted as follows: 1 Independent Governor as Remuneration Committee Chair, 4 Independent Governors (which must include: Chairs of Audit and Finance & Resources Committees, and the Chair of the Board of Governors) plus 1 external, expert committee member:

	Expiration of current term of office as Governor
Chair (Independent Governor)	31 July 2027
Four additional independent Governors, made up of : Audit Chair Finance & Resources Chair Chair of Board 1 Other Independent Governor	31 July 2027 31 July 2027 31 July 2027 31 July 2027
One independent, co-opted, specialist member, with expertise in Human Resources, Reward and advising at Board level	30 November 2026

In attendance to provide advice and guidance to the Committee:

Vice Chancellor	Professor James Knowles
Chief People & Culture Officer	Helen Jones
Head of People & Development (Clerk)	Laura Jelley

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, specialist 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 Chair of the Governing Body, and will be appointed for three years. The Chair 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; and
- 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 to approve 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:

- **reviewing** the annual pay award
- **determining** the salaries and up to 5% performance related pay with appropriate reference to individual performance and comparative data
- **approving** 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, for those with more than 6 month's service in a new role or following a salary review, 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, for those with more than 6 month's service in a new role or following a salary review, with appropriate reference to individual performance and 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

3.3 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. Consideration of the Committee of University Chairs (CUC) Higher Education Senior Staff Remuneration Code and comparative salary benchmarking information from within the higher education sector and beyond will be used to inform its decisions, salary benchmarking will usually be based on +/- 5% of the UCEA Senior Salary Survey.

3.4 To refer to:

Governing Body or other committees any relevant matters for consideration.

3.5 Delegation of responsibilities

The Committee does not routinely delegate any categories of business.

4. Procedural rules

4.1 Quorum

Three (3) members, which must be two independent governors (one of which must be the Chair of the Committee), and one co-opted specialist member.

4.2 Meetings

The Committee shall meet three times 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 Committee Clerk or nominee, who shall normally provide the agenda and supporting papers seven (7) calendar 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.