

**REMUNERATION COMMITTEE (VICE-CHANCELLOR)
TERMS OF REFERENCE**

Version: 1.3

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TERMS OF REFERENCE OF REMUNERATION COMMITTEE (VICE-CHANCELLOR)

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 and conditions of service for the **Vice- Chancellor**.

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 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	31 July 2027
Finance & Resources Chair	31 July 2027
Chair of the Board	31 July 2027
1 Other Independent Governor	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:

Chief People & Culture Officer	Helen Jones
Head of People & Development (Clerk to Committee)	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 **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 the Vice-Chancellor, which is a Board appointment, and **determining** and **reviewing** the salary, benefits and conditions of service, seeking comparative information within the higher education sector and beyond to inform its decisions;
- **determining** and **reviewing** 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 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 as outlined in the Remuneration Committee's Decision-Making Framework.

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, 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.