

Board Regulation 1.5

REMUNERATION COMMITTEE

TERMS OF REFERENCE

Purpose

This committee is responsible for:

Remuneration

- Determining and reviewing the salaries and terms and conditions of the Vice-Chancellor, the Provost and Deputy Vice-Chancellor and other members of the Senior Leadership Team as appropriate (normally restricted to the Vice-Chancellor's direct reports).
- The Vice-Chancellor's terms, conditions and remuneration will only be considered by the independent members of the Committee: the Vice-Chancellor does not attend for these items.
- Approving remuneration policies across the University, taking into consideration public interest and the safeguarding of public funds.
- Individual salaries and terms and conditions may be considered where exceptional arrangements need to be agreed that fall outside the University's approved remuneration policy.

People

- Oversight of the University's key HR, Diversity & Equality strategies and policies and the impact of these on the University's workforce.
- To serve as the special committee as noted in Article 9 of the University's Articles of Government to carry out Disciplinary and Grievance processes relating to the Vice-Chancellor and Clerk to the Board, and for appeals processes for the members of the Senior Leadership Team.

Risk

- Oversight and assurance regarding the management of people related key performance indicators and strategic risks including those on the University's Strategic Risk Register.

1.0 Membership

- The Committee will be chaired by an independent member of the Board.
- At least two other independent Governors.
- The Chair of the Board of Governors will be an ex officio member of the Committee.

2.0 Quorum

Two independent Governors

3.0 Clerk

Clerk to the Board

4.0 Normally in Attendance

- The Vice-Chancellor will attend meetings, except for items when his own terms and conditions are being discussed but is not a member of the Committee and therefore will not be able to vote or influence any matter concerning his own position or conditions.
- Human Resources Director.
- The Committee may appoint an independent remuneration consultant to act as an advisor.
- The staff and student members of the Board may be invited to attend for specific items but will not be members of the Committee or expected to attend on a regular basis.
- The Board may request the attendance of other members of staff from time to time.

5.0 Frequency of Meetings

- The Committee will meet at least twice a year.
- The Committee may convene on an ad hoc basis as required when requested by the University Clerk, normally when a decision relating to Remuneration is required.

6.0 Terms of Reference

Remuneration

- Determine the salary and terms and conditions for the Vice-Chancellor at appointment.
- Agree annual performance targets for the Vice-Chancellor.
- Determine the salary and terms and conditions for the Vice-Chancellor in the light of the Committee's review against performance targets.

- Determine, on the basis of a report from the Vice-Chancellor, the salaries and terms and conditions for the post holders within the remit of the Committee.
- Determine policies and approach to remuneration across the University, for approval by the Board, considering comparative information on the emoluments of employees when determining salaries, benefits and terms and conditions.
- To provide justification for the salaries and terms and conditions for the post holders within the remit of Remuneration Committee.
- To report annually to the Board of Governors and to publish an annual report containing:
 - a list of post holders within the remit of Remuneration Committee;
 - its policy on the remuneration for postholders within the remit of Remuneration Committee;
 - its choice of comparator institutions/organisations;
 - its policy on income derived from external activities and details of any significant activities undertaken by post holders within the remit of Remuneration Committee;
 - the pay multiple of the Vice-Chancellor and the median earnings of the institution's whole workforce, illustrating how that multiple has changed over time and an explanation of any significant changes;
 - an explanation of any other significant changes.
- To consider and approve any severance package where remuneration above £100,000pa or where, in the view of the Vice-Chancellor, there is an issue relating to the public interest and the safeguarding of public funds at stake.
- Report to the Board any relevant issues / risks relating to remuneration and people including:
 - Proposals for changing terms and conditions to large groups of staff;
 - Significant employee/industrial relations issues.
- Consider any other matters referred to the Committee by the Board of Governors or Vice-Chancellor relating to remuneration and people.

People

- Oversight of the University's key HR, Diversity & Equality strategies and policies. Seek assurance that these are legally compliant, adhered to and support the Corporate Plan.
- Oversight of the impact of the University's key HR, Diversity & Equality strategies and policies on staff.
- Oversight of the pay and conditions framework for University staff ensuring it is properly determined and implemented.
- Receive an annual report with supporting data on significant people matters including:

- Senior Management development and succession.
- Progress on Diversity & Equality strategies.
- Progress on People KPIs as agreed in the Corporate Plan.
- Oversight of pay gaps based on gender, ethnicity and other protected characteristics.
- Staff Turnover and stability in critical roles.
- Appropriate operational data with trends (e.g. staff complaints, tribunal claims).

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