

# Remuneration Committee

## Terms of Reference

### 1 Membership

**Membership** The Committee shall comprise the Chair of the Board together with at least three other Independent Members of the Board as may be appointed by the Board from time to time. The Students' Union nominated member of the Board shall also be a member of the Committee during the consideration of senior executive remuneration issues. Additionally, any member of the Board may attend a meeting (in whole or in part) in a non-voting capacity if invited to do so by the Chair;

The Vice-Chancellor and Chief People Officer shall be invited to attend meetings of the Committee but (unless agreed by the Independent members) shall leave the meeting during any consideration of matters relating to their own post and/or remuneration.

**Chair** The Chair of the Committee shall be appointed by the Board and shall be an Independent Member other than the Chair of the Board;

**Quorum** The quorum of the Committee shall be three members and members shall be counted in the quorum if participating in the discussion via telephone or other tele-visual link;

**Secretary** The University Secretary and General Counsel shall act as Secretary to the Committee. However, unless agreed by the Committee, the Secretary shall leave the meeting during any discussion about his/her post and/or remuneration.

### 2 Purpose and Role

The Committee shall have full delegated authority on behalf of the Board to:-

- (i) agree and amend the Terms and Conditions of employment and review the performance of the Vice Chancellor, the University Secretary and any Senior Staff reporting directly to the Vice-Chancellor who is in receipt of a salary in excess of £75k;

- (ii) agree and from time to time review and amend any Senior Staff Remuneration and Severance policies as may be considered appropriate in respect of such staff;
- (iii) agree and keep under review the arrangements for Senior Staff talent management and succession planning;
- (iv) agree (or, should the Committee consider as appropriate, recommend to the Board) the terms (including financial terms) of the appointment and/or severance or termination of employment of any employee covered by the terms of 2(i) above;
- (v) agree (or recommend to the Board as necessary) and from time to time review and amend the arrangements, policies and procedures in respect of the expenses payable to the individuals covered by 2(i) above and the members of the Board acting in such capacity;
- (vi) appoint such specialist advisers as the Committee consider necessary or appropriate in order to assist in the discharge of its role;
- (vii) for the avoidance of doubt the remit of the Committee includes Senior Staff falling within the criteria set out in 2(i) who are engaged via a contract for services with a Limited Company or as an independent consultant contractor; and
- (viii) in undertaking its role, the Committee shall have due regard to the University's Equality and Diversity policy and any other University policies that may apply and to any relevant guidance issued by the Office for Students and/or Committee of University Chairs in respect of the remuneration and/or severance terms of senior employees falling within the remit of the Committee.

### **3 Meetings and Decisions**

- 3.1 The Committee shall meet as and when necessary.
- 3.2 Subject to the agreement of the Chair, the Committee may take decisions via Written Resolutions.

### **4 Reporting**

The Committee shall provide a written report to the Board annually in respect of their activity during the previous year, including decisions taken regarding Senior Staff remuneration.