

REMUNERATION COMMITTEE

Terms of Reference 2022/23

The Remuneration Committee is a committee of the Court of Governors.

The purpose of the Committee is to review and determine, on delegated authority from the Court, matters relating to the remuneration, terms and conditions of employment and performance measures for members of the University Executive Board, taking into account relevant employment law, best practice and with particular reference to the strategic direction, priorities and objectives for equality, diversity and inclusion at the University.

Specifically, the Committee will:

1. To review and determine the remuneration, terms and conditions of employment, and, where appropriate, severance payments of the Vice-Chancellor¹; to devise and implement appropriate measures and procedures whereby the Vice-Chancellor's performance may be assessed;
2. To review and determine the salaries, terms and conditions of employment for the other members of the University Executive Board, and to agree with the Vice-Chancellor appropriate measures and procedures whereby the performance of these individuals may be assessed;
3. To consider appropriate schemes of remuneration for members of the University Executive Board and the measures and procedures by which their performance against the targets shall be assessed for the purposes of determining payment due;
4. To receive information as appropriate on the level of remuneration of all staff on senior management contracts;
5. To seek comparative information on salaries and on other emoluments and conditions of service in the HE sector and where possible in other relevant not-for-profit organisations; to give due regard to the provisions of the HE Code of Governance, the HE Senior Staff Remuneration Code, and the CUC illustrative practice note concerning Remuneration Committees and their operation;
6. To act as the formal authority for the authorisation of expenses claims made by the Chair of the Court; to require the University Secretary and Chief Operating Officer to discharge this responsibility on behalf of the Committee;
7. To report to the Court of Governors, as appropriate.

¹ The Vice-Chancellor, or any other members of the University Executive Board in attendance, must withdraw from the Committee when their own remuneration, terms and conditions of appointment or severance payment are under discussion.

Membership

Nominees (2)

Independent Governor (Chair)
One additional independent Governor

Ex-officio (2)

Chair of the Court of Governors and Pro Chancellor
Chair or Deputy Chair of the Resources Committee

Co-opted (1+)

Non-governor members with particular expertise (as appropriate)

In attendance

Director, Human Resources and Safety, Health and Wellbeing (professional adviser)
Clerk to the Court of Governors and Head of University Governance
Independent governor (observer)
Other staff, including the Vice-Chancellor, may attend by invitation of the Chair

Quorum

A quorum of the Committee shall comprise three independent governors.

Meetings

The Committee usually meets twice a year. The work of the Committee may be conducted at additional meetings called by the Chair, outside of meetings by means of electronic communication at the request of the Chair, or by Chair's action.