

APPROVED

**MINUTES OF THE MEETING OF THE REMUNERATION COMMITTEE HELD ON WEDNESDAY 13
DECEMBER 2017 IN ROOM RS109, UNIVERSITY OF WESTMINSTER, 309 REGENT STREET**

PRESENT:	Mr D Cheeseman (Chair) Dame K Dunnell	Mr S Hart Professor G Megson (from item 17.6.2)
IN ATTENDANCE:	Mr D Barratt Ms N Davies	Mrs E McMillan (Clerk)
APOLOGIES:	Ms S Moore	Mr P Murphy

17.1 ANNOUNCEMENTS

- 17.1.1 Apologies were received as noted above.
- 17.1.2 In his absence, the Committee noted that Professor Graham Megson has an interest in three agenda items and confirmed that Professor Megson would not be present for the discussion or decision regarding these items.
- 17.1.3 The Chair confirmed that there were no requests to discuss starred items (Minutes 17.3, 17.7, 17.8 and 17.10) or requests to discuss matters under 'Any other business'.

17.2 TERMS OF REFERENCE AND MEMBERSHIP

- 17.2.1 Members received and reviewed the terms of reference and membership for the Committee (Document REM 171213A), as approved by the Court of Governors on 22 November 2017.
- 17.2.2 Members noted sector discussions and recommendations concerning Vice-Chancellors' position as a member of university Remuneration Committees and the potential conflicts of interest that arise.
- 17.2.3 Members noted that currently the internal benchmarking information received by the Committee on an annual basis includes only senior academic salaries and not senior Professional Services salaries.
- 17.2.4 **AGREED** The following amendments are to be submitted to the Court for approval:
- Vice-Chancellor and President to be removed from the membership of the Committee. The Vice-Chancellor will continue to attend Committee meetings for specific discussions at the invitation of the Chair.
 - Bullet point 4 to be amended to "*To receive information as appropriate on the level of remuneration of all staff on senior management contracts*". Staff on senior management contracts are those staff above the 51 point scale but outside the remit of the Remuneration Committee.

17.3 SALARY BANDS FOR HOLDERS OF SENIOR POSTS – ANNUAL REVIEW

- 17.3.1 Members received and noted the salary bands approved by the Committee at the meeting on 16 August 2017 (Document REM 171213B).
- 17.3.2 Members noted that there has been no contextual change that would require a review of the recent decisions.
- 17.3.3 **AGREED** No change to the salary bands agreed in August 2017.

17.4 ACTING VICE-CHANCELLOR – SALARY REVIEW

- 17.4.1 Members received and considered an outline of the context and comparative salary information (Document REM 171213B).
- 17.4.2 Members discussed five options:
 - a) Adjust salary to the entry point of the salary band for the Vice-Chancellor post;
 - b) Adjust salary to the top of the salary band for the Provost post;
 - c) Agree a separate 'acting-up allowance', guided by the Vice-Chancellor and Provost salary bands;
 - d) Agree that a bonus payment will be paid at the end of the period in the acting Vice-Chancellor role;
 - e) Make no change to the agreed salary.

17.4.3 Members discussed the suitability, benefits and costs of each and affordability.

17.4.4 Members noted that a post holder executing a more senior role in an acting capacity benefits from the opportunity to develop and build their skills and experience, and to demonstrate their performance in a role at that level.

17.4.5 [\[Redacted – confidential and unpublished personal salary data\]](#)

17.4.5.1 ACTION Chair to the Court to write to the Acting Vice-Chancellor to confirm the appointment, salary level, and any alteration to other terms and conditions relevant to the Acting role.

17.4.6 **AGREED** On completion of the period in the Acting Vice-Chancellor role the Committee will consider whether an additional bonus payment is appropriate.

17.4.6.1 ACTION HR Director and Head of Resourcing and Reward to make recommendations at the next meeting for the level of any such bonus payment.

17.4.6.2 ACTION Clerk to include consideration of a potential bonus payment to the agenda for the next meeting.

17.5 SALARY SUPPLEMENT IN LIEU OF PENSION

17.5.1 Members received and considered options for the timescale for removal of salary supplement payments for the two post holders currently in receipt (Document REM 171213B).

17.5.2 Members considered comparative costs for buyout payments and pay protection payments.

17.5.3 **AGREED** Human Resources to serve the two post holders with notice that the University will vary their contract and remove the salary supplement in lieu of pension with effect from 1 August 2018.

17.5.3.1 ACTION HR Director to write to the two individuals with the agreed notification.

17.6 PERFORMANCE MEASURES 2017-18

17.6.1 Members received an oral update from the Chair to the Court on the performance to date of the Provost in the role of Acting Vice-Chancellor. Members discussed draft performance measures for the post holder.

17.6.1.1 **ACTION Chair to the Court** to meet with the Acting Vice-Chancellor to agree performance measures that reflect the discussion at this meeting. Chair to the Court to seek advice from the HR Director and the Interim Director, Corporate Planning and Performance prior to the meeting taking place.

17.6.1.2 **ACTION Chair to the Court** to submit a record of the agreed performance measures to the Clerk for the record and for circulation to the members of the Committee.

17.6.2 Members received an oral update from the Acting Vice-Chancellor on progress in agreeing corporate objectives relating to the new strategy and the extent to which the Court of Governors will receive management information relating to performance measures in the intervening period. Members noted that governors will continue to receive monthly management accounts and a monthly update on progress in the transformation plan. The revised corporate performance measures will be considered by the Court at the February meeting.

17.6.3 Members discussed the performance measures provided by the Acting Vice-Chancellor for the other holders of senior posts within the remit of the Committee (Document REM 171213C).

17.6.4 Members considered that leadership and strategy should be the first priority and that the objectives need to be challenging with a focus on student experience (particularly as reflected in the National Student Survey outcomes) and successful completion and implementation of the portfolio review.

17.6.5 Members considered that where agreed measures are in place for more than one individual they should be consistently expressed.

17.6.5.1 **ACTION Acting Vice-Chancellor** to review and revise the performance measures for the Interim Chief Operating Officer to reflect the extension of the interim post from March to August 2018.

17.7 SENIOR TEAM RECOGNITION SCHEME - ANNUAL REVIEW

17.7.1 Members received and noted a summary of the agreed approach to the scheme (Document REM 171213D).

17.7.2 Members noted that the Scheme will only be used in situations where there is justifiable and evidenced exceptional corporate performance and considered that this criteria has not been met.

17.7.3 **AGREED** No change to be made to the amount payable to each individual in the event that the criteria is met - £5,000.

17.8 DRAFT SCHEDULE OF BUSINESS 2017-18

17.8.1 **AGREED** Members confirmed the schedule of business for 2017-18 (Document REM 171213E) noting that ad hoc items of business may be referred to and/or identified by the Committee during the period.

17.9 MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING

17.9.1 **AGREED** The minutes of the Remuneration Committee meeting held on 16 August 2017 (Documents REM 171213F and REM 171213G) were agreed as an accurate record.

17.9.2 Members received an update on actions and matters arising from the previous meeting (Document REM 171213H) and noted that all actions are complete.

17.10 CHAIR'S EXPENSES – ANNUAL SUMMARY REPORT

- 17.10.1 Members received and noted a summary of the expenses reimbursed to the Chair to the Court for the financial year 2016-17 (Document REM 171213I).

17.11 DATES OF FUTURE MEETINGS

Tuesday 17 April 2018 at 4.30pm in Room RS109 (Vice-Chancellor's boardroom), 309 Regent Street

17.12 ANY OTHER BUSINESS

Salary for Vice-Chancellor and President

- 17.12.1 Members noted that the appointment process for the role of Vice-Chancellor and President ('Vice-Chancellor') will be completed prior to the next meeting of the Committee.
- 17.12.2 **AGREED** Committee to consider and agree the salary for the new Vice-Chancellor by correspondence by 1 February 2018.
- 17.12.2.1 **ACTION HR Director and Head of Resourcing and Reward** to establish the market position for salaries for Vice-Chancellors and comparative leadership roles in other sectors, and to make a recommendation to the Committee based on this information.