

REMUNERATION COMMITTEE

Terms of Reference 2025-26

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, the Higher Education Senior Staff Remuneration Code, 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. Review and determine the remuneration and terms and conditions of employment of the Vice-Chancellor^{1&2}; and devise and implement appropriate measures and procedures whereby the Vice-Chancellor's performance may be assessed;
2. Review and determine the salaries, terms and conditions of employment for the other members of the University Executive Board, and agree with the Vice-Chancellor appropriate measures and procedures whereby the performance of these individuals may be assessed;
3. Review and determine appropriate schemes of remuneration for members of the University Executive Board;
4. Review and determine any severance packages for members of the University Executive Board, applying the principles laid out in the CUC Guidance on Decisions Taken about Severance Payments in HEIs;
5. Receive assurances that the remuneration framework and any severance payments for colleagues with a full-time equivalent basic salary of over £100,000 per annum and outside the remit of the Committee meet the minimum requirements of the HE Senior Staff Remuneration Code;
6. Receive information as appropriate on the level of remuneration of all colleagues on senior management contracts;
7. Seek comparative information on salaries and on other emoluments and conditions of service in the HE sector and where possible in comparable organisations outside the sector;
8. 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;

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.

² The Resources Committee is responsible for the framework for salaries, reward and conditions for all other colleagues. The Chair, Resources Committee is a member of the Remuneration Committee to support coordination between the two committees.

9. Act as the formal authority for the authorisation of expenses claims made by the Chair of the Court; and require the University Secretary and Chief Operating Officer to discharge this responsibility on behalf of the Committee;
10. Provide an annual report to the Court of Governors that meets the expectations of the HE Senior Staff Remuneration Code.

Membership

Nominees (2)

Independent Governor, nominated by the Court (Chair)
One additional independent Governor, nominated by the Court

Ex-officio (2)

Chair of the Court of Governors and Pro Chancellor
Chair, Resources Committee (or Deputy Committee Chair at the request of the Chair, Resources Committee)

Co-opted (1+)

Non-governor members with particular expertise (as appropriate)

In attendance

Director, People, Culture and Wellbeing (professional adviser)
Clerk to the Court of Governors and Head of University Governance (governance adviser)
Independent governor (observer)
Other colleagues, including the Vice-Chancellor, may attend by invitation of the Chair

Secretariat

Head of Strategic Resourcing, Reward and Insight (or nominee)

Quorum

A quorum of the Committee shall comprise three independent governors including the Committee Chair or Deputy Chair.

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.