

## **Remuneration Committee Terms of Reference**

The Remuneration Committee is a committee of Council responsible for considering and reviewing the salaries, terms and conditions, and any severance payments, for senior members of staff of the University. The Committee will at all times take account of the CUC Higher Education Senior Staff Remuneration Code and guidance from the Office for Students.

### **Membership**

The Committee shall comprise of at least three members, all of whom shall be Independent Governors appointed by the Governing Council, on the recommendation of the Nominations Committee. There may also be a co-opted member provided they have been suitably approved by the Nominations Committee. Appointments are made for a period of up to three years, which may be extended for two further period of up to three years (nine year maximum term).

The Chair of the Governing Council will normally be a member but shall not be Chair of the Committee.

### **In attendance**

Only members of the Remuneration Committee have the right to attend committee meetings. However, other individuals such as the Vice-Chancellor, the Director of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary. The Vice-Chancellor and any other member of staff attending should be excluded when matters of personal salary, terms and conditions are being discussed.

### **Secretary**

Secretariat support will be provided by the Governance Office.

### **Quorum**

The quorum necessary for the transaction of business shall be two Independent Governors.

### **Frequency of meetings**

The Committee will typically meet twice a year with additional meetings if required and provide the Governing Council with appropriate updates. The Committee can also meet electronically.

### **Key purpose / overview of role of the Committee**

The Committee shall make recommendations to Council on all matters of Remuneration Policy as

it applies to the Vice-Chancellor, members of the senior executive team and those at professorial or equivalent level. In doing so it should have regard to the need to recruit, retain, reward and motivate key personnel, the financial position of the RAU, progress towards achieving KPIs, value for money issues, the reputation of the University and the wider context in which matters relating to pay in the HE sector are considered.

## **Duties**

In particular the Committee is responsible for the following:

1. To make recommendations to Council on policies for the remuneration of the Vice-Chancellor and members of staff at or above professorial and equivalent level, having particular regard to the University's strategy, market position, equality duties, appropriate incentives and the encouragement of good performance, and the need for transparency of process.
2. To determine and review at least annually the salaries and terms and conditions of the Vice-Chancellor and members of staff at or above professorial and equivalent level.
3. To consider and approve severance and other payments to the Vice-Chancellor and members of staff at or above professorial and equivalent level.
4. To consider and approve severance and other payments to any members of staff where the proposed level of payment exceeds £100,000.
5. To consider and approve recommendations for salaries on appointment or promotion for those at or above the professorial and professional and equivalent level, including salary changes for retention or other purposes.
6. In all its activities, to consider the public interest and the safeguarding of public funds alongside the interests of the institution when considering all forms of payment, reward and severance to the staff within its remit. To encourage high standards in areas of equality, diversity and inclusion.
7. Monitor the University's annual staffing profile and trends, including staff perception data, equal pay and gender pay.
8. To provide an annual report to Council on its activities; and publish on the University website an annual report on Senior Remuneration.
9. Oversee any major changes in employee benefits structures throughout the University.
10. Agree the policy for authorising claims for expenses from the Independent Governors.
11. Receive employment conditions and other related Human Resources metrics and staff issues.

Approved by Remuneration Committee

Date 28 May 2025

Approved by Governing Council

Date 24 September 2025

