

## REMUNERATION COMMITTEE TERMS OF REFERENCE

### Purpose

The Remuneration Committee is responsible to the Board of Governors for setting a framework for the pay and conditions of all staff and the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of holders of senior posts. The Remuneration Committee also has oversight of developments regarding the Vice-Chancellor's senior team, the Vice-Chancellor's direct line reports and the Pro Vice-Chancellors.

The Committee operates in line with the University Values: Ambitious, Inclusive, Innovative, Collaborative, Enterprising.

### Terms of Reference

These responsibilities cover four groups of staff.

#### 1. Holders of senior posts.

These are the Vice-Chancellor, Deputy Vice-Chancellor(s), Chief Financial Officer and the Clerk to the Board of Governors. This definition is based on the University's Articles of Government, determination by the Board of Governors, and the Office for Students' Accounts Direction.

For all holders of senior posts, Remuneration Committee is responsible for the appointment, assignment, grading, appraisal, suspension, dismissal (including severance payments) and determination of pay and conditions of service. Remuneration Committee is also responsible for the approval of external commitments and the retention of income from these commitments.

#### 2. Vice-Chancellor's senior team, Vice-Chancellor's direct line reports and the Pro Vice-Chancellors.

The Remuneration Committee has oversight of developments regarding the Vice-Chancellor's senior team, the Vice-Chancellor's direct line reports and the Pro Vice-Chancellors. This oversight is of the appointment and significant changes to these roles, and the approval of pay review recommendations and severance payments.

#### 3. Senior Managers (grade S1 and above).

The Remuneration Committee has oversight of the senior management pay and reward framework, which is underpinned by the Hay job evaluation method. This covers the whole senior management population on grade S1 and above. Remuneration Committee also has oversight of the demographics and inclusivity matters for this population.

#### **4. All staff.**

The Remuneration Committee has responsibility for setting the framework for the pay and conditions of all staff and oversight of the UCEA pay review process.

The Remuneration Committee is also responsible for approving severance payments for all staff earning in excess of £100k per annum, and oversight for other staff where the severance package is in excess of £100,000.

The Remuneration Committee also monitors strategic risks relevant to the work of the Committee, succession planning for groups 1 and 2, and the extent to which value for money is achieved within the areas under the Committee's oversight.

The Committee are responsible for ensuring a diversity of voices are drawn upon as appropriate in the consideration of recommendations.

#### **Composition**

- Chair of the Board of Governors
- Deputy Chair of the Board of Governors (if this position is not held by a Committee Chair)
- Chair of Audit, Risk and Assurance Committee
- Chair of Finance, Estates and IT Committee
- Chair of People and Academic Assurance Committee

An independent Board Member nominated by the Chair of the Board of Governors and agreed by the Board may be the Chair of the Remuneration Committee.

#### **In Attendance**

- Vice-Chancellor, as required
- Chief People Officer
- Director of People Services
- Clerk to the Board of Governors
- Deputy Clerk to the Board of Governors

The Committee is also supported by an independent adviser.

#### **Minimum number of members that must be present to constitute a valid meeting (Quorum):**

Three members

#### **Frequency of meetings:**

At least two per year.

Approved by the Board of Governors at its meeting on 23 September 2025.