# Board of Governors –Remuneration Committee

The Remuneration Committee follows the guidance as set out in the [CUC Higher Education Senior Staff Remuneration Code (November 2021)](https://www.universitychairs.ac.uk/wp-content/files/2021/11/Remuneration-Code-Revised-November-2021-final-1.pdf).

**Terms of Reference**

1. **The duties of the Remuneration Committee are:**
   1. To Approve:
2. The remuneration benefits and terms and conditions of the Vice-Chancellor and other senior staff as defined by the Board Regulations annually. When discharging this responsibility, the Committee will have regard to pay and employment conditions across the University, especially when determining annual salary increases and within an overall budget to be approved by the Board of Governors. In determining remuneration, the Committee will take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the CUC Remuneration Code, Office for Students requirements, best practice and have regard to public funds. No individual shall be involved in any decisions as to their own remuneration.
3. The performance and personal development objectives of the Vice Chancellor and the Senior Staff;
4. Any severance package to any to senior staff, having regard to the CUC Higher Education Senior Staff Remuneration Code.
5. Any return relating to Senior Staff remuneration required by the Office for Students or other regulatory bodies;
   1. To Monitor and Review
6. The performance against agreed objectives of the Vice-Chancellor and the Senior Staff, ensuring that the Committee’s remuneration decisions are informed by its assessment of performance;
7. The expenses and taxable benefits of the Vice-Chancellor and the Senior Staff.
8. The remuneration disclosures proposed to be included in the University’s annual financial statements prior to their consideration by the Governing Body, ensuring that the disclosures meet the requirements of the Office for Students’ Accounts Direction.
9. **Mode of Operation**
   1. Meetings shall normally be held twice each financial year. Additional meetings may be called by the Chair of the Committee as required. The Committee may also decide matters by email circulation.
   2. The Committee must produce an annual report and statement summarizing its decisions in the preceding financial year to Board of Governors, this report will need to provide sufficient assurance that the Committee has effectively discharged its responsibilities in accordance with the provisions of the Remuneration Code and shall be published on the University’s website.
   3. The University Secretary or their nominee will be the clerk to the Remuneration Committee. The University Secretary will withdraw when their own remuneration and objectives are discussed. Where the Clerk has withdrawn the Committee shall appoint one of their number to act as Clerk in their absence.
   4. When considering Remuneration and Senior staff Matters under section 1 above, attendance will be restricted to Independent Governors and the independent coopted committee member. The Vice Chancellor and University Secretary will be in attendance but will withdraw when their own remuneration and objectives are discussed.
10. **Membership**
    1. The Chair of the Committee shall be appointed from amongst its members by the Board of Governors, co-opted members are not eligible to be appointed Chair. All members of the Remuneration Committee and its Chair shall be appointed by the Board of Governors and must consist of members with no executive responsibility for the management of the institution.
    2. The quorum for the Committee shall be three members, at least two of whom must be Independent Governors.
    3. The Committee shall include:
       * 1. The Chair of the Board of Governors and the Chair of the Finance and Resources Committee to serve ex officio;
         2. Up to three Independent Governors appointed by the Board of Governors on the recommendation of the Governance Committee;

The Committee may also include an independent co-opted member appointed to the Committee by the Board of Governors on the recommendation of the Governance Committee for their expertise in Human Resources and remuneration.

* 1. The Chair of the Board of Governors shall be a member of the Committee but for reasons of good governance shall not act as chair.
  2. Non-committee members may attend meetings of the Committee at the invitation

of the Committee Chair, who will have regard to potential conflicts of interest when making invitations. The invitation to attend Committee meetings may be a standing invitation. Attendees shall not be present when a matter could affect their position or where they have a personal interest in the matter (e.g. when their own remuneration or performance is discussed).

***Membership (as of October 2023)***

Usman Khan Independent Governor

Tijs Broeke Chair of the Board of Governors

Urmi Dutta- Roy Chair of the People, Finance and Resources Committee

Linda Patterson Independent Governor

Andrea Stark (Chair) Independent Governor

Rosemary Lemon Independent Co-opted Member

**Version control information:**

Last reviewed by RC: September 2024

Next review: September 2025

Approved by Board of Governors: October 2024