

## **Governors' Remuneration Committee**

### **Constitution and Terms of Reference**

#### **1. Constitution**

The Governing Body has established a committee of the governing body known as the Remuneration Committee.

#### **2. Membership**

The Committee and its chair shall be appointed by the governing body. The Committee shall include the Chair of the Governing Body, the Chair of the Strategy and Resources Committee and at least two other independent or co-opted members. The Chair of Governors will chair the Committee; a quorum shall be three members. The Committee may co-opt an additional member with knowledge of the salaries, terms and conditions of service of senior staff in Higher Education.

#### **3. Attendance at Meetings**

The Committee has the discretion to invite relevant officers to the meeting for specified items, including the Vice-Chancellor, who will be an officer of the Committee. Any member of staff should withdraw from the Committee when his/her own salary, terms and conditions or severance payments are under consideration. The Committee may meet without any officers present.

#### **4. Frequency of Meetings**

The Committee shall normally meet twice a year to carry out the annual review of senior staff salaries and conditions; a special meeting will be convened if required arising from the recruitment, resignation or retirement of one of the senior staff within its remit.

#### **5. Authority**

The Committee is authorised by the governing body to take decisions on issues within its terms of reference. It is not authorised to make decisions on those issues which are properly the responsibility of the full Board of Governors, as set out in the Board's own terms.

#### **6. Duties**

The duties of the Committee shall be:

- 6.1 To consider and approve the structure of senior staff including members of the Vice-Chancellor's Group.
- 6.2 To consider, review at least annually and make recommendations to the Board on the total emoluments and conditions of service of staff referred to in the Articles of Association, namely:
  - the Vice-Chancellor
  - the Clerk to the Governors
  - the Principal Chaplainand such other staff as comprise the Vice-Chancellor's Group or the Committee may determine.

6.3 To consider and approve the arrangements for individual performance review of the staff determined by paragraph 6.2.

6.4 To ensure that all conditions of service comply with the requirements of employment law, including equal opportunity legislation.

The Committee shall conduct its business in accordance with the Articles of Association and the Financial Memorandum between the Higher Education Funding Council for England and the University. The Committee will seek comparative information on salaries and other emoluments and conditions in the sector from the Universities and Colleges Employers' Association (UCEA) and the Committee of University Chairs.

## 7. **Reporting Procedures**

The Minutes of the Remuneration Committee will remain confidential but will be available on request to other Independent Members of the Governing Body, the Internal and External Auditors and the Auditor of the HEFCE Assurance Service.

## 8. **Clerking Arrangements**

The Clerk to the Remuneration Committee will be the Clerk to the Governing Body.