

SENIOR POSTHOLDERS REMUNERATION COMMITTEE

TERMS OF REFERENCE

The Constitution of Remuneration Committee comprises four External Governor members holding particular offices, together with the Vice-Chancellor:

- Chair of the Board
- Deputy Chair of the Board
- Chair of Human Resources Committee
- Chair of Infrastructure and Finance Committee
- and the Vice-Chancellor (for all matters other than those affecting his own position).

The Executive Director of Human Resources attends to provide advice and guidance as required and the Committee can call on other sources of advice as it thinks necessary, for example, the Executive Director of Finance.

The Senior Postholders Remuneration Committee will meet to review its processes at least every three years.

Terms of Reference

- 1 To determine and keep under review the pay and conditions of service of all senior postholders with the exception of the Vice-Chancellor and as defined by the Board in accord with the Articles of Government (AoG 1.1): currently the Pro Vice-Chancellors, the Chief Operating Officer, the Director of Finance, and the Director of Corporate Governance; and in line with the agreed principles outlined in the pay policy for senior postholders of the University as approved by the Board of Governors.
- 2 To consider and approve arrangements proposed by the Vice-Chancellor to increase, reduce or alter the number of or responsibilities of senior postholders, whether on a permanent or temporary basis. Within this remit, nothing is intended here to disrupt the day-to-day running of the University and minor changes need not be brought for approval.
- 3 To assure themselves as to the reasonableness and currency of the contractual terms and benefits for such appointments, for example health insurance, performance criteria and measurement and applicability of any special pay schemes.
- 4 To consider and approve severance payments for senior postholders in the event of premature retirement or dismissal.
- 5 Having regard to the HEFCE Memorandum of Assurance and Accountability (formerly, the HEFCE Financial Memorandum) or the HEFCE Accounts Directive or other similar documents, to approve all severance payments to Senior Staff. In addition, to approve all severance payments determined by the Vice-Chancellor for other post-holders that would not be in accordance with policy guidelines established separately by the Board of Governors.
- 6 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 for staff.
- 7 Meetings of Senior Postholder Remuneration Committee will include routinely an opportunity for External Governors to meet privately, without the Vice-Chancellor and Clerk present. This private session will be for formative discussion: subsequent decisions will take place with the Vice-Chancellor and Clerk present. (This opportunity for private discussion mirrors the arrangements for Audit and Quality Committee, and preserves External Governors' independence).
- 8 To report to the Board of Governors in line with the Governance Code of Practice, and as agreed by the Board as follows:
 - (i) the Board will receive reports from Senior Postholders Remuneration Committee on its meetings, specifying context, purpose, process and broad outcome of Committee's deliberations;
 - (ii) the names and salaries of individuals will remain confidential and, as is current practice, the outcome of deliberations (usually in the form of a letter from the Chair to the Director of Human Resources) will be bound into the formal record that is the Governors' Minute book, and be available for consultation by any Governor by

arrangement with the Clerk;

- (iii) the minutes of the Senior Postholder Remuneration Committee will continue to be confidential to members and not presented to the Board of Governors.
- (iv) the minutes of the Senior Postholder Remuneration Committee will be available for consultation by any Governor by arrangement with the Clerk.

Principles of Operation

Vice Chancellor's and the Senior Postholders Remuneration Committees

The Vice-Chancellor's Remuneration Committee and the Senior Postholders Remuneration Committee will have the following shared principles of operation:

- (i) To enable all Governors to input into the performance review of senior post holders;
- (ii) To reward senior post holders with appropriate salaries, not bonuses;
- (iii) To preserve independence of External Governors by routinely providing a private session within the Committee meetings;
- (iv) To continue to provide reports to the Board in line with the CUC Code of Governance;
- (v) To make decisions and minutes available for consultation by any Governor by arrangement with the Clerk;
- (vi) To consider comparator data in making deliberations as follows:
 - Sector comparator data from UCEA and CUC;
 - External comparator data (provided by the Director of HR);
 - A report from the Vice-Chancellor on the posts rewarded on grade 12 as well as information on salaries of those above the top of grade 12 in order for members to see how higher salaries relate to those on normal scales.

All comparator data to be provided for a three year time frame if possible.

Adrian Parry

Director of Corporate Governance