

# VICE CHANCELLOR'S REMUNERATION COMMITTEE

## TERMS OF REFERENCE

The Constitution of the Vice Chancellor's Remuneration Committee comprises of five External Governor members holding the following offices:

- Chair of the Board
- Deputy Chair of the Board
- Chair of Audit and Risk Committee
- Chair of Infrastructure and Finance Committee
- Chair of People, Culture and Engagement Committee

The Vice-Chancellor is explicitly excluded from membership or attendance at meetings of this Committee.

The Chief People Officer 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 Chief Financial Officer.

The 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 the Vice-Chancellor 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 assure themselves as to the reasonableness and currency of the contractual terms and benefits available to the Vice-Chancellor, for example health insurance and performance criteria.
- 3 To consider and approve severance payments for the Vice-Chancellor in the event of premature retirement or dismissal.
- 4 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 the Vice-Chancellor.
- 5 Meetings will include routinely an opportunity for External Governors to meet privately, without the Clerk present. This private session will be for formative discussion: subsequent decisions will take place with the Clerk present. (This opportunity for private discussion mirrors the arrangements for Audit and Quality Committee, and preserves External Governors' independence).
- 6 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 Vice Chancellor's Remuneration Committee on its meetings, specifying context, purpose, process and broad outcome of Committee's deliberations;
  - (ii) the outcome of deliberations (usually in the form of a letter from the Chair to the Chief People Officer) 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 Vice Chancellor's Remuneration Committee will continue to be confidential to members and not be formally presented to the Board of Governors;
  - (iv) the Minutes of 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 Committee of University Chairs (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 Universities and Colleges Employers Association (UCEA) and CUC;
  - External comparator data (provided by the Chief People Officer);
  - 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.

Claire Dunning  
Executive Director of Corporate Governance