

SENIOR POSTHOLDERS REMUNERATION COMMITTEE

TERMS OF REFERENCE

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

- 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
- and the Vice-Chancellor (for all matters other than those affecting his own position).

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 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 Provost, Deputy Vice-Chancellor for Education, Deputy Vice-Chancellor (Research, Innovation and External Relations), Deputy Vice-Chancellor (Global Engagement and Student Life), Chief Financial Officer, Chief People Officer and the Executive 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 in excess of £100,000 for senior postholders in the event of premature retirement or dismissal.
5. Having regard to the Office for Students (OFS) Terms and Conditions of Funding for Higher Education Institutions, the Committee of University Chairs (CUC) Higher Education Senior Staff Remuneration Code, the CUC Code of Governance or other similar documents, to approve all severance payments to senior post holders in excess of £100,000. In addition, to be provided with

information (which may be provided electronically) on 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 Risk Committee, and preserves External Governors' independence).
8. To report to the Board of Governors in line with the CUC Code of Governance and the CUC Higher Education Senior Staff Remuneration Code, 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 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 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 and CUC Higher Education Senior Staff Remuneration Code;
- (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.