



REMUNERATION COMMITTEE TERMS OF REFERENCE

PARENT BODY: Council

PURPOSE: Remuneration Committee reviews the performance and determines the terms and conditions of the Director and the Senior Office Holders. It ensures such staff are appropriately rewarded in terms of their recruitment, retention & motivation through a fair and equitable process which is robust and proportionate in its use of funds.

It provides oversight of the recommendations from the Senior Staff Advisory Group in respect of High Earning Staff in line with the CUC remuneration code. It is responsible for approving severance arrangements for staff in accordance with the Office for Students requirements.

1. Remuneration Policies

- 1.1. Approve remuneration policies for the Director and the Senior Office Holders ensuring that there are robust, equitable and transparent systems and criteria in place for remuneration decisions and demonstrating value for money. These systems should include the use of appropriate comparative data and intelligence.

2. Director

- 2.1. Determine the service contract and the annual total reward of the Director having considered the Chair of Council's recommendations and the Director's performance;
- 2.2. To review the performance objectives for the next year of the Director.

3. Senior Office Holders (Executive Team members)

- 3.1. To consider the Director's recommendations and determine the total annual reward for these staff having considered a report on their performance.
- 3.2. The Committee will have oversight of who falls within the definition of Senior Office Holders and the contractual arrangements for newly appointed staff falling into this category;
- 3.3. To review the performance objectives for the next year of the Senior Office Holders
- 3.4. Remuneration Committee to be updated on remuneration arrangements for new starters on the Executive Team where remuneration arrangements are £100,000 per annum or higher.



4. **Other High Earning Staff** – To consider the recommendations and actions from the Senior Staff Advisory Group regarding the total annual reward for these staff.
5. **Severance** - Approve the terms of any severance in the event of the termination of employment of Senior Office Holders and staff who exceed the £100,000 earning threshold as directed by the OfS, after having regard to relevant guidance and codes of practice;

In any event, Remuneration Committee to be updated on termination arrangements for Executive Team leavers.

6. **Appraisal** – Determine the appraisal process for the Director and the Senior Office Holders.
7. **Succession Planning** To consider succession planning for the Director and Senior Office Holders;
8. **Equality, Diversity & Inclusion**
 - 8.1. To consider diversity pay gaps and other intelligence to help inform remuneration decisions for Senior Office Holders.
 - 8.2. To ensure that EDI considerations including public sector equality responsibilities, are integrated into all aspects of its [the committee] business.

COMPOSITION

Membership:

- Independent Member of Council who shall be Chair of the Committee
- Chair of Council
- Deputy Chair of Council
- Committee Chairs
- Up to three co-opted independent members

The quorum is

- at least two independent members of Council; and
- a majority of independent members in attendance.

The Chair will ensure the committee membership reflects the skills and abilities required and that appropriate training is provided.

MODE OF OPERATION:

Meetings shall be held at least once a year.

The meeting(s) should be held in two parts; one part to review the Director's performance and remuneration and one part to review the performance and remuneration of other Senior Office Holders. Where relevant and appropriate, to request input from any member of the School and its Committees in relation to matters within these terms of reference.

The Committee reports to Council through submission of an annual report to Council with a and through an oral report by the Committee Chair.

The Committee may from time-to-time form task and finish groups to explore specific areas of interest/risk/strategic relevance.

The Remuneration Committee Terms of Reference were approved by Council on 25 November 2024.