

**REMUNERATION COMMITTEE**

**TERMS OF REFERENCE**

**1 CODE OF CONDUCT**

All Members are required to adhere to the Code of Conduct as set out in the Good Practice Guide for Governors.

**2 AUTHORITY OF THE COMMITTEE**

The Committee shall be a decision-making body.

**3 DUTIES OF THE COMMITTEE**

1. To review and determine the salaries and other emoluments, conditions of service and, where appropriate, severance payments, of the designated senior post holders which include the following statutory post holder roles:

- The Vice Chancellor
- The Clerk to the Governors

and other such officers as shall be determined from time to time by the Board of Governors.

2. When necessary to seek comparative information on salaries and other emoluments and conditions of service in the Higher Education sector, including such information as shall be provided by the Committee of Chairman of University Councils and the University and Colleges Employers' Association or their successor bodies and any relevant External Advisor with appropriate sector knowledge, in order to provide guidance on the general level of salaries and other emoluments and conditions of service which should apply to designated senior post holders in the University.

3. If considering severance payments for any designated senior post holder, the Committee must represent the public interest and avoid any inappropriate use of public funds. The Committee should be careful not to agree to a severance package which staff, students and the public might deem excessive. Contracts of employment for designated senior post holders should specify a period of notice of not more than 12 months, and should not provide for pension enhancements.

**4 MEMBERSHIP**

To be confirmed every year by the Board of Governors:

The Chair of the Board of Governors  
The Deputy Chair of the Board of Governors  
The Chair of the Resources Committee

The Chair of the Audit Committee

Two Independent Governors

The Vice Chancellor (who is not a member of the Remuneration Committee) will be in attendance as required by the members and will withdraw from the meeting when his/her own salary, other emoluments, conditions of service and, where appropriate, severance payment, are under consideration.

The Independent Governor membership of this Committee shall be by rotation of the Independent Board Members. Nomination for membership for a period of four years shall be recommended by the non-staff members of the Nominations Committee having consideration of the current skill and expertise matrix of the Committee and approved by the Ad Hoc Committee.

The Clerk to the Governors will act as Clerk at all meetings of the Committee but will withdraw when his/her own salary etc is to be considered as an item on the agenda. A member will be appointed to act as the Clerk to Governors to the Committee during any absence of the Clerk to the Governors.

**5 QUORUM**

Quorum will be three and must include either the Chair or the Deputy Chair of the Board of Governors.

**6 APPOINTMENT OF CHAIR**

The Chair shall be (excluding the ex officio Independent Governors) the longer serving Independent Governor or, in his/her absence, the other Independent Governor.

**7 FREQUENCY OF MEETINGS**

Meetings shall take place as and when required.

**8 ATTENDANCE AT MEETINGS**

Meetings shall only be attended by the Membership.

**9 COMMITTEE REPORTING**

Minutes recording only the decisions of the Committee shall be recorded by the Clerk to the Governors and shall be deemed to be confidential under the provisions of Article of Government para 7.31. Any member of the Board who is not an employee or student of the University shall be entitled to have sight of the minutes on request and a copy of the approved minutes shall be circulated to the Ad Hoc Committee. The Committee's reports to the Board should provide sufficient detail of the broad criteria and policies against which decisions have been made.

**10 REVIEW**

The Terms of Reference of the Committee shall be reviewed by the Board of Governors at their first meeting in the academic year every year.