

Terms of Reference:	
<b>Committee Name:</b>	Remuneration Committee
<b>Reporting:</b>	<b>Reports to Council</b>
Endorsed	
<b>Remuneration Committee</b>	13 October 2025
<b>Governance and Nominations Committee</b>	5 November 2025
Approved:	
<b>Council</b>	9 December 2025

## 1. Terms of Reference

The Terms of Reference of the Remuneration Committee are – taking account of the requirements of the Office for Students and guidance issued by the Committee of University Chairs – to:

- (a) develop an overall reward strategy and policy to cover the remuneration, benefits and conditions of employment of the senior officers of the University.
- (b) review and determine the remuneration, benefits and conditions of employment of the President and Vice-Chancellor, and other members of the University Executive Board<sup>1</sup> in alignment with the Executive Reward Policy in order to recruit, retain and motivate senior leadership staff within appropriate levels of affordability and to secure value for money, whilst taking into account comparative information on the remuneration, benefits and conditions of employment in the University sector and elsewhere, as appropriate.
- (c) review any award arrangements for new University Executive Board appointments and approve as necessary (under the Committee's schedule of delegation for senior executive remuneration and severance).
- (d) review any severance terms agreed (under the Committee's schedule of delegation for senior executive remuneration and severance) for members of the University Executive Board on the termination of their employment, taking account of guidance issued by the Office for Students and the Committee of University Chairs.
- (e) to promote equality, diversity and inclusion through all its decisions.
- (f) agree an annual framework of work.
- (g) provide an annual report and supplementary verbal update to Independent Members of Council summarising the issues considered and any decisions made by the Remuneration Committee, including the context and principles which inform these to

<sup>1</sup> The full membership of the University Executive Board can be located at the following [link here](#).

provide assurance that there is alignment with the University's strategic goals and robust governance in remuneration practices.

(h) approve the Annual Report of Remuneration Committee and information on the reward of the President and Vice-Chancellor for inclusion in the University's Annual Report and Financial Statements, to ensure transparency and compliance with the CUC Higher Education Senior Staff Remuneration Code and Office for Students requirements in relation to senior pay.

(i) ensure appropriate consideration of the interests of the institution along with due regard for the public interest and use of public funds.

## 2. Membership

(a) The current membership of the Remuneration Committee is:

- Pro-Chancellor and Senior Independent Governor (**Chair**)
- Pro-Chancellor and Chair of Council
- Pro-Chancellor and Deputy Chair of CouncilOneother independent member of Council endorsed by Governance and Nominations Committee and approved by Council.

(b) The Chair will be appointed by Council from among the independent members of the Committee. Ideally, the Chair will have at least one year's experience serving on Remuneration Committee as an independent member before undertaking the role of Chair in order to ensure that they have a detailed understanding and awareness of the Committee's procedures and protocols.

## 3. Procedures

a) The Committee will invite the President and Vice-Chancellor and the Deputy Registrar and Executive Divisional Director of Human Resources, Culture and Assurance to attend part of the Committee's meetings, in an advisory capacity, as required, to consider the University's Executive Reward Policy and practices and to provide information and answer any questions from the Committee. As appropriate, the Committee may also invite other senior colleagues to attend for specific items.

b) The Director of Governance Services will act as Secretary to the Committee. They attend purely in a secretarial capacity and do not have authority to make Committee decisions and are not eligible to vote in meetings. With the exception of the Secretary to the Committee, no other members of staff will be present when the Committee makes decisions on the reward of the President and Vice-Chancellor.

c) The Committee will determine its own timetable for meetings but will be expected to meet on a minimum of two occasions each year. The Committee may meet on additional occasions, either in person, online or via e-circulation, as determined necessary by the Chair of the Committee in prior consultation with the Secretary to the Committee and the Deputy Registrar and Executive Divisional Director of Human Resources, Culture and Assurance.

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