1. PURPOSE

The Remuneration Committee’s purpose is to apply rigour and facilitate good governance in decision making regarding the remuneration or significant one off payments, including severance payments and allowances to the University’s executive and senior employees (Grade 1B).

2. SECRETARY

The Secretary of the Committee is the Executive Director of Human Resources, who will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. MEMBERSHIP

Ex officio members:

(a) The Chair of Council

(b) The Honorary Treasurer

Appointed members:

(c) Two members, who shall not be members of the academic staff or salaried officer of the University appointed by Council for three years, one of whom shall be Chair of the Committee. Appointment extensions beyond the initial three years are permissible, subject to Council approval.

4. QUORUM

A quorum shall be no fewer than one half of the members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. ATTENDANCE AT MEETINGS

a) Only members have the right to attend Committee meetings. However, other individuals and external advisers may be invited by the Chair to attend for all or part of any meeting as and when appropriate.

b) The Vice-Chancellor and other senior officers shall not be present when the Vice-Chancellor’s remuneration is being considered. However the presence and the input of the Executive Director of Human Resources is permitted.

c) Senior Officers, in attendance at the Remuneration Committee, shall not be present, nor be involved in any discussion of their own remuneration.

d) These meetings are held at University premises, however participants are able to join by teleconference line or similar.
6. DECLARATION OF INTEREST

Any member who has a pecuniary, family or other personal interest in any matter under discussion at any meeting of the Committee shall, as soon as practicable, disclose that fact to the meeting and shall, if requested by the Chair, withdraw from that part of the discussion.

7. FREQUENCY OF MEETINGS

a) Meetings shall be held not less than twice each year. Generally the meetings take place in April (after the Merit Award Committee’s meeting) and in November.

b) Further meetings may be scheduled at the request of the Chair, the Executive Director of HR or two other members of the Committee.

8. NOTICE OF MEETINGS

a) Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.

b) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person invited to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate at the same time.

9. MINUTES OF MEETINGS

a) The Secretary is responsible for minuting the proceedings and resolutions of all Committee meetings, including the names of those present.

b) Draft minutes of Committee meetings shall be circulated via email to all members of the Committee within two (2) weeks of the meeting. The finalised minutes are expected to be approved promptly.

10. DUTIES

(a) To oversee the Remuneration Strategy and policies of Grade IB employees and to monitor that it meets its objective to attract, retain and motivate senior staff required to run the University successfully and to secure good value for money bearing in mind the University’s charitable purpose.

(b) To determine and review the salaries and terms and conditions (including severance payments and any allowances) of the Vice-Chancellor and Executive staff.

(c) To consider Merit Award Committee’s recommendations on the salaries of other staff on the Grade IB (professorial and equivalent) scale.

(d) To approve reports of honoraria and allowances recommended by the Merit Award Committee.

(e) To receive, consider and discuss the results of the University’s Equal Pay Audit.

(f) To approve the policy framework and scheme of delegation for severance of senior staff ensuring that the needs of the institution are balanced against the proportionate use of funds,
payments made are fair to individual and the University, that failure is not rewarded and that the duty to mitigate loss is fully recognised.

(g) To receive reliable, up-to-date information about senior remuneration in other universities of comparable scale and complexity.

(h) To receive annual updates on remuneration practice across overseas campuses.

(i) To consider any other matter referred by the Vice-Chancellor.

11. REPORTING RESPONSIBILITIES

a) The Committee Chair shall report to Council on its proceedings after each meeting on all matters within its duties and responsibilities.

b) If the Committee has appointed remuneration consultants, the reports to Council should identify such consultants and state whether they have any other connection with the University.

c) The Committee shall make whatever recommendations to Council it deems appropriate on any area within its remit where action or improvement is needed.

d) The Committee shall ensure that any provisions regarding disclosure of information about the University’s remuneration policy and practices, including pensions are fulfilled.

12. OTHER MATTERS

The Committee shall:

a) Have access to sufficient resources in order to carry out its duties as required.

b) Be provided with appropriate and timely training, both in the form of an induction briefing for new members and on an on-going basis for all members.

c) Give due consideration to laws, regulations and any published guidelines from the charity regulator or elsewhere as appropriate or recommendations regarding the remuneration, including severance payments of the Vice-Chancellor, the Executive employees and the senior employees on grade I.B.

d) Keep under review its terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to Council for approval.

13. AUTHORITY

The Committee is authorised by Council to:

a) Seek information if required from any employee of the University in order to perform its duties.

b) Obtain at the University’s expense outside legal or other professional advice and to commission or purchase any reports, surveys or information which it deems necessary on any matters within its terms of reference.

Committee established by Council Minute 120, 3.11.75. Revised by Council Minutes 114, 14.12.87; 198, 5.7.93; 10, 13.11.95; 35, 04.11.02; 85, 31.3.03; 91, 18.7.2005; 122, 16.7.2007; 56, 11.2.2008; 81, 11.03.2013 and UPRC, 15.10.96.; 60, 06.02.2012; 20, 11.12.2017.