



## **REMUNERATION COMMITTEE - TERMS OF REFERENCE**

1. **AUTHORITY TO TAKE ACTION DELEGATED TO THE COMMITTEE BY COUNCIL**
  - 1.1 **Determination of Remuneration**
    - 1.1.1 To determine the salary and any recurrent and non-recurrent contribution award of the President & Vice-Chancellor of the School on the basis of a performance review against agreed objectives conducted by the Chair of Council taking account of market-related factors, roles, skills, experience and individual performance, available comparative salary data, equal pay, guidance from the sector regulator and other relevant legislation and institutional factors.
    - 1.1.2 To receive and consider recommendations for the salaries and for any recurrent and non-recurrent contribution awards for members of the School Management Committee (SMC) reporting to the President & Vice-Chancellor, based upon a review of their performance against agreed objectives conducted by the President & Vice-Chancellor, and taking account of the factors set out in 1.1.1. This is in accordance with the [‘Approach to Senior Staff Remuneration’](#) policy document.
    - 1.1.3 To oversee the effectiveness of the performance review system applied to the President & Vice-Chancellor.
  - 1.2 **Oversight of a framework of remuneration for SMC members reporting to the President & Vice-Chancellor**
    - 1.2.1 To have oversight of the School strategy on the pay of staff on Band 10 (or equivalent) and whose salary exceeds the School salary scale (currently point 82) taking account of market-related factors, roles, skills, experience and individual performance influencing decision making, available comparative salary data, equal pay, guidance from the sector regulator and other relevant legislation and institutional factors.
    - 1.2.2 To monitor the scale and distribution of contribution awards across the School in order to obtain assurance of the effectiveness, fairness and consistency of the award process.

- 1.2.3 To monitor the School's salary supplementation policy and its application in attracting and retaining staff.
- 1.2.4 To monitor the remuneration frameworks for academic and professional services staff and their application for contribution-related non-recurrent and recurrent awards on the recommendation of the Academic Staff Reward Committee and Professional Services Staff Contribution Group respectively.
- 1.3 **Monitoring of remuneration for the Director and SMC members reporting to the President & Vice-Chancellor**
  - 1.3.1 To monitor and keep under review on behalf of the School, a range of appropriate pay multiples.
  - 1.3.2 To provide a rationale for any changes in the pay multiples and set the context for these pay multiples where relevant.
  - 1.3.3 To monitor and oversee matters concerning the equal pay of staff in relation to issues of diversity.
- 1.4 **To oversee the effectiveness of the performance review system applied to the President & Vice-Chancellor and to SMC members reporting to the President & Vice-Chancellor**
  - 1.4.1 To be clear how School performance is measured, and to confirm what performance measures are to be adopted and ensure these are appropriately factored into individual recurrent and non-recurrent contribution award assessments.
  - 1.4.2 To review and report to the Council annually the total annual remuneration for the President & Vice-Chancellor, with year-on-year comparator data.
- 1.5 **Severance Payments**
  - 1.5.1 To ensure that contracts agreed with the President & Vice-Chancellor and SMC members reporting to the President & Vice-Chancellor are fair, reasonable and justifiable and do not expose the School to significant potential liabilities, for example by having excessive notice periods.
  - 1.5.2 To monitor and review severance arrangements applying in the event of any required or unplanned early termination of the employment of the President &

Vice-Chancellor or of SMC members reporting to the President & Vice-Chancellor, to ensure that any severance payments are reasonable and are capable of being justified.

**1.6 Rationale for retaining income generated by an individual from external bodies in a personal capacity**

1.6.1 To review the School's policy on individual retention of income from external bodies in a personal capacity.

1.6.2 To consider any external earnings of the President & Vice-Chancellor and SMC members reporting to the President & Vice-Chancellor, which fall outside the School's policy, to determine what may be retained.

**1.7 Expenses**

1.7.1 To approve the Expenses Policy and receive details of the annual expenditure on expenses by the President & Vice-Chancellor and SMC members reporting to the President & Vice-Chancellor, for inclusion in the annual report to the Council.

**2. ARRANGEMENTS FOR THE COMMITTEE REPORT TO THE COUNCIL ON THE EXERCISE OF ITS DELEGATED AUTHORITY**

2.1 To submit a report to the Council on its deliberations and recommendations following each of its scheduled meetings.

2.2 To submit an annual assurance report to the Council to demonstrate the effective discharge of its obligations during the preceding year.

**3. ARRANGEMENTS FOR THE PERFORMANCE OF DELEGATED FUNCTIONS, DUTIES AND RESPONSIBILITIES**

3.1 The Committee may establish and appoint members to such sub-committees as Council agrees it may establish and may delegate such responsibilities to such sub-committees as it considers appropriate within the terms of its own delegated authority from the Council.

3.2 The Committee may take legal or other professional advice.

- 3.3 The Committee may refer matters to other committees of the Council including requests to the Audit Committee to authorise an Internal Audit of any matter referring to pay or remuneration.
- 3.4 The Committee shall be subject to external verification of its effectiveness, expertise and independence at least every four years.
- 3.5 Meetings of the Committee may be held in person or by suitable electronic means (or a combination of both).
- 3.6 Decisions of the Committee may be taken either at meetings or by unanimous written resolution whether in the form of paper-based correspondence or e-mail. Copies of written resolutions of the Committee and of related correspondence including email consents shall be retained by the Secretary to the Committee.
- 3.7 Any officer in attendance at meetings of the Committee shall withdraw from the meeting during any discussions which involve the determination of any aspect of their personal salary or remuneration or other terms and conditions.

#### **Committee membership composition**

- Independent Council Member (Chair)
- Chair of Council
- Chair of Finance & Estates Committee
- Two Independent Council Members (in addition to the Chair)/External Members

#### **Meeting attendees** (as required and in accordance with 3.7 above)

- President & Vice-Chancellor
- Vice President & Pro-Vice Chancellor (Faculty Development)
- Director of Human Resources
- School Secretary

(Other individuals may be invited to attend the meetings as business requires)

#### **Quorum**

At least half of the appointed membership (i.e. of those in post) with a minimum of two Independent Council members.

**Frequency of meetings**

The Committee normally meets three times per year.

Approved by Council on 21 November 2023

Due for review Autumn Term 2024