

## COMMITTEE TERMS OF REFERENCE 2024-2025

### REMUNERATION COMMITTEE

#### Composition

- Chair of the Board
- Deputy Chair of the Board
- Chair of Strategy and Performance Committee

#### In Attendance (not Members of the Committee)

- Vice Chancellor (Professor Martin Jones)
- Clerk to the Board (Ian Blachford)

It may be necessary, on occasion, to seek advice from an additional person with HR expertise on senior pay and remuneration. This will be at the discretion of the Committee.

N.B. For absolute clarity, no person will be in attendance for discussions regarding their own remuneration.

#### Quoracy

- For a meeting to be quorate, two independent Governors must be present.
- "Independent Governor" refers to a Governor who is not a staff or student Governor.

#### Special Conditions

- The Chair of the Committee must be the Deputy Chair of the Board.
- The Remuneration Committee is responsible for the employment and remuneration of Senior Postholders as determined by the Instrument and Articles of Government ("Senior Postholders" / "holder/s of senior post/s"). Senior Postholders as defined by the Instrument & Articles of Government are Executive roles only.
- The role of the Remuneration Committee will be reviewed by Internal Audit every two years.

#### No. of Scheduled Meetings Per Year

Two

#### Monitoring of University-level Risk

The University is committed to implementing a risk management framework, to enable an appropriate and proportionate level of risk management across the University and to ensure that key risk related issues are addressed in a timely fashion.

The following risks are overseen by this Committee:

Risk	Risk Appetite Level
Legal compliance	Cautious
People, organisational development and culture	Open
Equality, Diversity and Inclusion	Open/Entrepreneurial

	<b>Approach to achieving aims and objectives</b>	<b>Potential Reward/Benefit from Risk taking</b>
<b>Avoid</b>	Safe; exposure to only the very lowest levels of risk	Very Low
<b>Cautious</b>	Guarded; as little risk as reasonably possible	Low
<b>Moderate</b>	Balanced; exposure to middle-ground risks	Medium
<b>Open</b>	Creative; elevated levels of risk exposure	High
<b>Hungry</b>	Pioneering; substantial levels or risk exposure	Extremely High

### **Terms and Conditions of Senior Postholders**

- a) To approve, on behalf of the Board, the employment, contract and remuneration arrangements applying to the designated holders of senior posts, including pay, non-pay benefits, and terms and conditions of service and related matters.
- b) To approve, on behalf of the Board, any changes to the employment base remuneration arrangements and related matters applying to the designated holders of senior posts, including, for example, the review of salary levels which normally takes place on an annual basis, taking into account the context of the institution, and in the light of changing conditions, sustained performance and experience. In particular, remuneration must be linked to the value delivered by an individual acting within a role, which could include consideration of complexity, impact, discretion, experience, knowledge and skills, professional credibility and in the context of external comparisons, and the ability to attract and retain key staff

### **Review of Performance of Senior Postholders**

- c) To receive, at the start of the academic year, an overview of objectives for Senior Postholders for the coming year.
- d) To receive, on an annual basis, feedback on the appraisal of the designated holders of senior posts, with particular reference to the delivery of the University Plan and other objectives as agreed with the post holder.

### **Appointment and Termination of Senior Postholders**

- e) To approve, on behalf of the Board, the arrangements for the appointment of holders of senior posts and ensuring that contracts agreed with Senior Postholders are fair, reasonable and justifiable and do not expose the institution to significant potential liabilities.
- f) To approve, on behalf of the Board, the terms, as appropriate, of any severance arrangements applying in the event of any required and unplanned early termination of employment of any holder of a senior post, ensuring these are justifiable and reasonable, in accordance with the CUC Guidance on Decisions Taken About Severance Payments in HEIs.

### **Transparency and Accountability**

- g) To approve and publish an annual statement containing a list of postholders within the remit of the Remuneration Committee; the policy statement of remuneration of those individuals; choice of comparator external benchmarks; policy on income derived from external activities; the pay multiple of the Vice Chancellor and the median earnings of the institution's workforce, and how this pay multiple has changed over time; together with any underpinning explanation. This would be reviewed by the Board of Governors to provide assurance that the Remuneration Committee has effectively discharged its responsibilities.

- h) To have oversight and assurance that business expenses incurred by Senior Postholders are appropriate and in accordance with the published Scheme/Policy and Procedure.

**Other**

- i) To review the Remuneration of Senior Postholders Policy every three years or earlier if appropriate.
- j) To consider, on behalf of the Board of the Governors, any other matters as referred to the Committee from time to time by the Board.
- k) To be aware that the Board of Governors and its sub-committees continue to have oversight and governance of all appropriate matters for Staffordshire University and for Staffordshire University Services Limited.
- l) The risk appetites are approved twice per annum by the Board of Governors and any updates will be reflected in the terms of reference. The Board will also be alerted to any changes in risk profile or risk appetite.

