



St Mary's
University
Twickenham
London

REMUNERATION COMMITTEE

TERMS OF REFERENCE

2018/2019

1 Purpose

- 1.1 The purpose of the Remuneration Committee is to on behalf of the Board determine the remuneration of the Vice Chancellor, those staff classed as 'senior staff' in the University's governing Articles, the Clerk to the Board and such other senior staff as may be brought within the purview of the Committee.

2 Membership

- 2.1 Chair of the Board of Governors

Vice Chair of the Board of Governors

Director of CES or nominee

Chair of the Finance and Resources Committee

Chair of the Audit Committee

Chair of the Academic Scrutiny Committee

- 2.2 Up to two further members of the Board of Governors nominated by the Board may be co-opted taking into account the expertise of members regarding remuneration within the higher education sector and elsewhere.

2.3 The meetings of the Committee shall be chaired by the Chair of the Finance and Resources Committee. In his or her absence the Vice Chair of the Board of Governors shall chair the meeting.

3 In attendance

Senior Director of People (for the consideration of matters other than those relating to the remuneration of the Senior Director of People)

Clerk to the Governors (Secretary to the Committee) (for the consideration of matters other than those relating to the remuneration of the Clerk)

The Vice Chancellor may attend the Committee by invitation only. He or she shall not be present for consideration of matters relating to their remuneration. His or her role will be to advise the Committee on the performance of the members of staff whose remuneration is being considered by the Committee. The Vice Chancellor shall absent themselves when there is consideration of matters relating to his or her own remuneration.

3 Quorum

The quorum will be 50% of the members of the Committee or 50% of the members minus one where there are an odd number of members.

4 Terms of Reference

Activity
1. To on behalf of the Board of Governors determine the remuneration and terms and conditions of employment of the Vice-Chancellor and senior posts as defined in the University's governing Articles. These posts shall be deemed to include:- <ul style="list-style-type: none">• Pro Vice-Chancellor (Research & Enterprise)• Pro Vice Chancellor (Academic Strategy)• Pro Vice Chancellor (Global Engagement)
2. To on behalf of the Board of Governors determine the remuneration and terms and conditions of employment of the Clerk to the Board of Governors and such other senior staff as may be brought within the purview of the Committee. Such senior staff currently include:- <ul style="list-style-type: none">• The Chief Operating Officer• Senior Director of People
3. To if necessary, determine severance arrangements for the Vice Chancellor, holders of senior posts described above of the University and any other member of staff earning above £100k.
4. To produce an annual report to the Board on the decisions and operation of the Committee.

5 Method of Operation

5.1 The Committee will meet as often as is necessary but at least once every year.

5.2 The Remuneration Committee must consider the following when considering all forms of payment, reward, and severance:-

- i) the interests of the institution.
- ii) The public interest and the need to safeguard public funds.
- iii) The responsibility of the governing body as charitable trustees, particularly the use of charitable funds and assets only to further the charitable purposes of the University.
- iv) Any guidance on senior staff remuneration/severance from HEFCE, the Office for Students together with any statutory guidance.

5.3 The Committee may conduct its business by circulation and give approval by way of electronic communication (for example where it is necessary to approve the severance arrangements for a senior member of staff). The conducting of business in such a manner shall only be done in exceptional circumstances.-

6 Review of Terms of Reference

Subject to formal annual review.

Subject to approval by the Board of Governors

October 2018

