



**St Mary's  
University  
Twickenham  
London**

## **REMUNERATION COMMITTEE**

### **TERMS OF REFERENCE**

**2022/2023**

#### **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 University Secretary 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**

The Director of Human Resources.

The University Secretary (Secretary to the Committee) (for the consideration of matters other than those relating to the remuneration of the University Secretary).

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.

#### **4 Quorum**

The quorum shall comprise three members of the Committee.

#### **5 Terms of Reference**

| <b>Activity</b>   |
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| <p>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 and such other staff as may be brought within the purview of the Committee. These posts shall be deemed to include:-</p> <ul style="list-style-type: none"> <li>• The Vice-Chancellor</li> <li>• The Provost</li> <li>• The University Secretary and Head of Governance</li> <li>• The Chief Operating Officer</li> <li>• The Chief Financial Officer</li> </ul> |
| <p>2. 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.</p>   |
| <p>3. To produce an annual report to the Board on the decisions and operation of the Committee.</p>   |

#### **6 Method of Operation**

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

6.2 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) The CUC Higher Education Senior Staff Remuneration Code .
- v) Any guidance on senior staff remuneration/severance from the Office for Students together with any statutory guidance.

- 6.3 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.-

## **7. Governance and Standing Orders**

Provisions for the standing orders and governance of the Committee can be found in the Board of Governors Regulations.

## **8. Review of Terms of Reference**

Subject to formal annual review.

**Subject to approval by the Board of Governors**

**September 2022**