

HARPER ADAMS UNIVERSITY

Remuneration Committee

Terms of Reference

Introduction

The updated terms of reference for the Committee set out below were approved by the Board of Governors in November 2015. Membership was updated and agreed by the Board in April 2016 and in April 2018.

Constitution

1. The Board of Governors has established a committee of the Board of Governors known as the Remuneration Committee.

Membership

2. The Committee and its Chairman shall be appointed by the Board of Governors from among its own members. The Chairman of the Board of Governors shall chair the Remuneration Committee for the consideration of the Remuneration of all Senior Staff with the exception of when the Committee is considering any matters relating to the remuneration of the Vice-Chancellor. The Vice Chairman of the Board of Governors who is the Chair of Finance and General Purposes Committee (or his/her nominee) shall take the Chair when the Committee is considering the Remuneration of the Vice-Chancellor. The Committee shall include at least one lay governor who is not a member of the Staffing Committee and may co-opt an external independent expert on Senior Staff Remuneration or seek written advice from such an expert as required to inform its deliberations. The Vice-Chancellor is not a member of the Committee and may only be invited to be "in attendance" to present reports on the performance of other members of senior Staff if requested to do so by the Committee.
3. Any member of staff shall withdraw from the committee when his/her salary or terms and conditions or severance payment are under consideration.

Authority

4. The committee is authorised by the Board of Governors to determine and set the salaries (and where appropriate, severance payments) of senior staff. The Remuneration Committee is authorised by the Board of Governors to review and recommend alterations to terms and conditions of service for senior staff having regard to University employment policies established by the Staffing Committee and any advice offered to the Remuneration Committee by the Staffing Committee. It is also authorised by the Board to advise on suitable remuneration packages including salary and any non-cash benefits for all new members of Senior Staff. At least one member of Remuneration Committee shall normally be a member of an appointment panel for the selection of a new member of Senior Staff.
5. The senior staff are the Vice-Chancellor, University Secretary, the Deputy Vice-Chancellor, Director of Learning and Teaching, Director of Finance, Director of Marketing and Communications and the Director of Academic Services & Academic Registrar. The Board of Governors may, from time to time, assign other posts to the category of senior staff. If changes are made, these changes must be published as part of these terms of reference.
6. In reviewing and determining salary levels, the Remuneration Committee shall seek comparative information on salaries and other emoluments and conditions of service in the Higher Education sector (for example, the UCEA and CUC databases). The Board of Governors expects that senior staff will not receive an automatic enhancement to their salary based on their annual review but that such a case for an award would have to be specifically approved by the Remuneration Committee. The Committee's work follows the procedure agreed by the Board which complies with the CUC HE Remuneration Code.

7. When considering severance arrangements for senior staff, the Remuneration Committee shall bear in mind that it must represent the public interest and avoid any inappropriate use of public funds. Contracts of employment for senior staff shall specify periods of notice of not more than 12 months and shall not provide for pension enhancements. **The Committee shall** advise any Special Committee set up for the consideration of severance payments for Senior Staff by the Board of Governors.

Duties

7. The duties of the Remuneration Committee shall be:
 - a) to review and determine, on behalf of the Board of Governors, the annual salary of senior staff (Vice-Chancellor, University Secretary, the Deputy Vice-Chancellor Director of Learning and Teaching and the Academic Registrar and Director of Academic Services, Director of Finance, Director of Marketing and Communications.
 - b) to review and recommend alterations to other terms and conditions of service for senior staff to the Staffing Committee.
 - c) to determine, on behalf of the Board of Governors, severance arrangements for senior staff, working with any Special Committee set up for this purpose
 - d) to seek comparative information on salaries and other emoluments and conditions of service in the Higher Education sector in order to ensure that the salary levels it sets are consistent with similar posts in the Higher Education market, are able to reward exceptional performance and are sufficient, where necessary, to retain senior staff
 - e) to advise appointment panels on appropriate remuneration packages for new Senior Staff
 - f) to ensure that the University's arrangements for the determination of senior staff remuneration are clearly in line at all times with the CUC HE Remuneration Code

Attendance at meetings

9. The limited number of members of the Remuneration Committee means that every effort should be made for all members to be present for the annual meeting and any other meetings required. Every effort should be made to facilitate discussion by teleconference if this would permit all members to take part in the meeting. Failing this, the meeting will normally be re-arranged for a date when all members can be present in person or by teleconference. Only where it has proved not to be possible to re-arrange the meeting within a reasonable time-frame will the following arrangements pertain: with the consent of the Chairman, a meeting may proceed to determine the Vice-Chancellor's salary with one lay member (but not the Chairman) absent. The meeting may also determine other senior staff salaries with one lay member (but not the Chairman) absent.

Frequency of meetings

10. A meeting will be held annually, following the annual reviews of the Vice-Chancellor and other senior staff. The Chairman of the Remuneration Committee may request an additional meeting(s) if s/he considers it necessary.

Reporting procedures

11. A report of the meeting(s) of the Committee will be circulated to all members of the Board of Governors. The report will be presented in the format recommended by the Committee of University Chairman in its "Illustrative Practice Note" on Remuneration Committees and in **the**

CUC HE Remuneration Code and shall inform the Board of the decisions that have been made. The report will state which comparative information from the Higher Education sector has been consulted by the Committee and shall follow the form recommended by the CUC. The Report shall be published usually at the same time as the Annual Report and Financial Statements once it has been agreed by the Board of Governors.

Clerking arrangements

12. The Head of Human Resources shall be Secretary to the Committee.

Remuneration Committee

Membership 2017/18

Chairman of the Board of Governors	-	Mr M J Lewis (Chairman)
Vice Chairman of the Board of Governors	-	Mr S Vickers (Vice-Chairman)
One other Independent Governor who is not a member of the Staffing Committee	-	Mr M Thomas

In Attendance

Head of Human Resources	-	Mrs D Crowther (Secretary)
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The Vice-Chancellor may also be in attendance, only at the invitation of the Committee, and only to present reports on the performance of other senior staff when these are being discussed. The Vice-Chancellor may not be in attendance at any other part of the meeting.

Approved by Board of Governors 26 November 2015. Updated Membership agreed by the Board 21 April 2016 and April 2018