

# REMUNERATION COMMITTEE

## Terms of Reference

### 1. Constitution and Purpose

- 1.1 In accordance with Statute 4 (Paragraphs 6 (a) and 6 (b)(iii), the Court has established a Remuneration Committee.
- 1.2 The purpose of the Remuneration Committee is to determine the remuneration of senior staff of the University, subject to Statute 2, Paragraphs 3, 4 and 5 and completion of the regular staff performance review process, and to make recommendations to the Court in relation to the policy relating to terms and conditions of service of senior staff.

### 2 Remit

- 2.1 The Court delegates authority to the Remuneration Committee to:
- a) undertake, on behalf of the Court, to review and determine, subject to Statute 2 Paragraph 7, the salary, other remuneration (including individuals' performance and any performance linked reward payments, and retirement terms) of the Principal & Vice-Chancellor, the Vice-Principals, the Senior Deputy Principal, the Deputy Principals, the University Secretary, the Global Chief Operating Officer and the Global Chief Financial Officer, Professorial Staff, Directors of Professional Services, and all relevant or Grade 10 staff at each campus/site, and such other staff of the University as may be determined by the Court from time to time.
- The Committee, via the Chair of the Committee, shall seek the views on such matters of trade union representatives, of the University's recognised trade unions who serve on the CJNCC.
- In carrying out this responsibility the Remuneration Committee will consider relevant market information and governments' pay guidance and seek to support the University's strategic talent attraction and retention priorities.
- The Committee will additionally receive and consider recommendations for HWUM Grade 10 staff that will be first reviewed by a Moderation Panel, which is chaired by the Chair of the Malaysia Remuneration Committee. The Malaysia Vice Principal would be in attendance to present information relating to their direct reports. Subsequent decisions are then reported to the Malaysia Board in summary form.
- b) encourage the senior executives to demonstrate restraint in their own pay settlements and senior pay packages, and ensure overall value for money, affordability, and sustainability in the longer-term.
- c) undertake, on behalf of the Court, to determine severance and early retirement terms for senior staff (Grade 10 and above) as detailed in a) above, in accordance

with the policies approved by the Court and guidance provided by the Scottish Funding Council;

- d) review and recommend to the Court the University policies and processes which govern the remuneration, terms and conditions of service, severance payments and early retirement arrangements for all staff detailed in a), above;
- e) establish and oversee processes which seek the views of representatives of students and staff of the University, including representatives of recognised trade unions in relation to the remuneration of the Principal & Vice-Chancellor, the Vice-Principals and the University Secretary. The Committee shall ensure that the relevant processes form part of the policies and processes recommended to the Court for approval as in c) above;
- f) undertake, on behalf of the Court, to review and have regard to comparative information on salaries and other benefits, and conditions of service in UK higher education and non-departmental public bodies more widely such as the Public Sector Pay Policy, to assist in the Committee's decision making. The Committee shall also take account of national pay awards, rates of pay applied throughout the University and assessments of the performance of the relevant individuals. Approval of annual increases in salary and benefits are subject to the completion of the regular staff review process;
- g) ensure that contracts of employment for senior staff, set out in a), above, do not specify periods of notice of more than 12 months and do not require the payment of pension enhancements (except where these follow from pension scheme rules);
- h) undertake, on behalf of Court, to deal with any other relevant remuneration matters which may be referred to the Committee from time to time by the Court; and
- i) ensure compliance with the relevant sections of the Scottish Code for Good Higher Education Governance.

## 2.2 The Remuneration Committee:

- a) will meet at least once each year and report to the Court, providing information on decisions made in relation to salaries, other remuneration, unusual severance payments (including notice periods greater than six months) and terms and conditions of service, and the comparative data and any other sources of information that were used to inform the Committee's decisions. The Committee's reports shall provide detail of the broad criteria and policies against which the Committee's decisions have been made, following the format recommended in the Committee of University Chairs' guidance;
- b) will ensure that the Committee in its conduct and decision-making adheres to the Scottish Government Principles of Public Life and compliance with the Scottish Funding Council Financial Memorandum, and will in general act in ways which represent the public interest and avoid any inappropriate use of public funds; and gives due regard to:
  - the guidance to institutions set out by the Committee of University Chairs (CUC) in their:
    - HE Code of Governance (2020);
    - HE Senior Staff Remuneration Code (2018); and
    - Guidance on Decisions Taken about Severance Payments in HEIs;
  - Guidance from AdvanceHE; and
  - with all considered in accordance with the University's values.

- c) as the University operates internationally, through its campuses in Dubai and in Malaysia the remit of the Committee shall include consideration of relevant staff at such overseas campus or other sites. While the Committee can provide advice to and receive advice from the officers responsible for campus activities both in the UK and overseas, the Committee will take into account the governance arrangements that operate for each campus and shall pay due regard to non-UK legislation that might be applicable.
- d) will review and recommend to the Court in the year ahead, with appropriate benchmarking, the remuneration of the Chair of Court (and other Court or Court Committee members), as required.

### 3 Composition and Membership

3.1 The composition of the Committee shall include:

- a) the Chair of the Court (not as the Chair of the Committee)
- b) the Deputy Chair of the Court
- c) the Chair of the Finance Committee
- d) the Chair of the Staff Committee
- e) a co-opted independent lay member appointed by the Court
- f) a staff member of the Court. (The staff member appointed should remain independent in relation to their views and their contribution to the Committee, and therefore should not be the conduit through which the relevant trade union views will be sought. Trade Union membership shall not be a requirement for such a member.) If possible, the staff member should have a global role.
- g) a student member of the Court

3.2 Members are appointed to the Committee by the Court. The Committee's current membership is as follows:

Chair of Committee

- Ms Morag McNeill

The Chair of Court:

- Mr Bruce Pritchard

The Deputy Chair of Court

- TBC

Ex Officio members:

- Ms Dorothy Wright, Chair, Staff Committee
- Mr Steve Heathcote, Chair, Finance Committee

Court member:

- Mr Gary Kildare

Co-opted independent lay member

- Ms Evelyn Stevenson

Staff member of the Court

- Professor Mathini Sellathurai

Student member of the Court

- Mr Scott Anderson

3.3 The term of office of Court members who are members of the Committee is concurrent with their term of office on the Court.

3.4 The maximum term of office of co-opted members appointed by the Court is nine years. The initial appointment will be for three years with eligibility to be considered for appointment for up to two further periods of up to three years.

## **4 Attendance at Meetings**

4.1 The following officers are expected to be in attendance at meetings:

- a) the Principal and Vice-Chancellor
- b) the University Secretary
- c) the Global Director of HR
- d) a representative from Human Resources
- e) the Committee Clerk

4.2 The Committee will maintain a record of attendance at each of its meetings and will include this information in its annual report to the Court.

4.3 All members of the Committee and those in attendance at the Committee will be expected to have some induction provided by the University.

4.4 The majority of meetings will be held online via Microsoft Teams and members will be expected to join remotely. One meeting per year will usually be held in person (timing at the discretion of the Chair) and members will be expected to attend that meeting in person wherever feasible.

## **5 Quorum and Voting**

5.1 The quorum is three members who are members of the Court. In the event of the absence of the Committee Chair, the Chair of the meeting must be an independent lay member of the Court.

5.2 Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to speak with and be heard by all members present at the meeting simultaneously shall be deemed to be present at the meeting and to count towards the quorum.

5.3 Only members of the Committee shall be entitled to vote on any matter which involves powers and functions delegated to the Committee by the Court.

5.4 The Chair of the Committee shall have a deliberative and casting vote.

5.5 It is intended that decisions are normally reached by consensus following a full debate. There are no occasions stipulated in the Charter and Statutes which require a formal vote. Therefore, the Chair will normally seek agreement to the proposal in question, and only call for a vote either if there is a clear expression of dissent or if it is a matter of particular significance.

## **6 Committee Chair**

6.1	The Chair of the Committee shall be the Deputy Chair of Court <sup>1</sup> .
6.2	In the absence of the Chair of the Committee, members shall elect from among the members of the Committee who are present at the meeting a person to act as Chair for the meeting or until such time as the Chair of the Committee arrives. That person must be an independent lay member of the Court.
<b>7</b>	<b>Equality, Diversity and Inclusion Statement</b>
7.1	The Committee will exercise its responsibility, as far as possible, to promote the diversity of representation within its membership and the membership of any working group or board established by the Committee. The Committee will also act to promote equality of opportunity for all and will review equality pay statistics to support this.
<b>8</b>	<b>Frequency of Meetings</b>
8.1	The Committee will usually meet twice per academic year.
8.2	Additional meetings may be held in order to meet business requirements at the request of the Chair of the Committee.
<b>9 a)</b>	<b>Reserved Business</b>
9.1	There may be occasions when the Committee's business is designated reserved (confidential).
9.2	The record of matters which the Chair and the Committee are satisfied should be dealt with on a reserved basis will be recorded separately.
<b>9 b)</b>	<b>Conflict of Interest</b>
9.3	Where it is identified that a member of the Committee has a conflict of interest with respect to a given matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision-making or may require complete non-participation and/or withdrawal from that part of the meeting.
9.4	All instances of identified conflicts of interest shall be recorded in the minutes.
<b>10</b>	<b>Reporting Procedures</b>
10.1	The Chair of the Committee will report to appropriate meetings of the Court on any matters which the Committee considers ought to be brought to the attention of the Court and on any matters requiring the approval of the Court.
10.2	Confidential minutes will be distributed to Lay Members of the Committee either by tabling them at the Committee meeting or by distribution outside meetings.

<sup>1</sup> Due to exceptional circumstances, that the current Deputy Chair of Court has had to stand down in their role, the former Deputy Chair of Court and Chair of the Remuneration Committee has agreed to Chair the Committee during 2023/2024.

- 10.3 The Committee will submit reports to the Court based on the Committee's minutes, with the annual report based on the CUC guidance. The Chair will approve the content of reports before release, including the redaction of any information deemed necessary for reasons of confidentiality.
- 10.4 Matters requiring the approval of the Court will be highlighted in the Committee's report to the Court.
- 10.5 The Committee's records (agenda, papers, minutes) are included in the University's Freedom of Information Publication Scheme. Information will be readily accessible on request to members of the public under the terms of the Freedom of Information (Scotland) Act (FOI(S)A) with the exception of information which is deemed to be covered by a specific exemption under the Act.
- 10.6 Minutes and reports of the Committee will denote those areas of reported business which are deemed to fall within the designation of information which is claimed to be exempt from disclosure under the Freedom of Information (Scotland) Act 2002.

## 11 Forward Planning

- 11.1 The Committee will review its Terms of Reference and submit recommendations on these to the Court annually for approval.
- 11.2 The Committee will set its meeting dates two years in advance, aligned to the schedule of meetings of the Court, and will maintain an annual workload plan for the Committee.

## Supporting Information

### Groups feeding into the Remuneration Committee

The Remuneration Committee has no sub-committees.

### Effectiveness and lifespan

This is an established Committee of the Court and its lifespan is ongoing.

An annual year-end self-assessment is conducted, with a formal review of effectiveness every five years as part of the Court's review of its effectiveness.

### Actions that may be taken by the Committee

The Remuneration Committee may:

- Note
- Receive
- Consider
- Endorse for onward approval
- Approve
- Recommend
- Reject

### Most appropriate minuting style

Traditional / formal minutes in accordance with internal University guidance.

### Resources

Secretary Ms Ruth Moir, University Secretary

Clerk Mr Marc Quinn, Head of Policy and Governance Division

Meetings Usually two meetings per academic year