

Remuneration Committee (Senior Leadership Team)

Constitution and Terms of Reference 2025/26

The Board of Governors and its committees will conduct their business in a way that is consistent with, and reflects and promotes, the University's Code of Practice on Freedom of Speech and Academic Freedom and its Equality, Diversity and Human Rights Policy.

1. Purpose

To address performance, remuneration and conditions of service for the Executive Board (excluding the Vice Chancellor) and Professional Service Directors/ Head of School of the University (known collectively as the Senior Leadership Team) as follows:

- a. Executive Board:
 - Chief Operating Officer
 - University Secretary and Registrar
 - Pro Vice Chancellor Education
 - Pro Vice Chancellor Research and International
- b. Senior Leadership Team
 - Academic Registrar
 - Director of Business Development and Knowledge Exchange
 - Chief Information Officer
 - Director Finance
 - Director Human Resources
 - Director Marketing, Student Recruitment and Admissions
 - Director Strategy and Projects
 - Director Student Success and Learning Services
 - Director of Estates Management
- c. Heads/Dean of School, including Dean of London Campus

2. Constitution and membership

		Expiration of office
Chair of the Board of Governors,	Julia Unwin DBE	31/07/2029 (9)
Deputy chair of the Board of Governors	Neil Braithwaite (Chair)	31/07/2027 (6)
Three additional independent Governors, usually to include the Chair of Audit & Risk Committee and the Chair of People Committee.	Jennifer Adams	31/07/2027 (6)
	Alison Davies	31/07/2028 (6)
	Rt Revd Richard Frith	31/07/2027 (6)
Vice Chancellor & Chief Executive	Professor Karen Bryan OBE	Ex officio

One independent specialist, co-opted member, with expertise in senior appointments	Alexandra Albone	31/07/2026 (3)
<i>In attendance</i>		
University Secretary and Registrar	Kathryn Kendon	
Director of Human Resources	Sally Marlow	
Minuting Secretary	Christopher Howell	

- a. The period of office for Governors will run concurrently with their period of office on the Board of Governors. The period of office for the co-opted member will be for an initial three years. Re-appointment will be subject to review by the Governance and Nominations Committee and with a maximum overall period of office of three terms of three years each.
- b. Election of Chair: The Chair of the Committee shall be selected from amongst the independent Governors of the Committee, excluding the Chair of the Board of Governors. The appointment will be concurrent with their term of office as a Governor.

3. Terms of Reference

3.1 To consider and advise the Board of Governors on:

- a. The Policy Framework within which remuneration and conditions of service for the Senior Leadership Team of the University should be set.
- b. The operation and effectiveness of the Remuneration Committee, taking account of relevant sector developments and best practice.

3.2 To be responsible, on behalf of the Board of Governors, and within the approved Policy Framework, for:

- c. Determining the annual pay awards of the Senior Leadership Team with appropriate reference to:
 - individual performance against agreed objectives;
 - demonstrable commitment to the University's mission; and,
 - the extent to which they have modelled the behaviours set out in the University's Leadership Framework.
- d. Reviewing and determining the salaries, benefits and conditions of service of the Senior Leadership Team, drawing on comparative within the higher education sector and beyond to ensure its decisions remain fair, appropriate and market informed;
- e. Determining any severance payments to the Senior Leadership Team, ensuring appropriate advice (including legal advice) is obtained where necessary with particular regard for the University's status as a charity and commitment to stewardship of public funds.

- f. All decisions will aim to ensure that senior remuneration is fair, appropriate and justifiable and that it actively supports and reinforces the University's mission, values and desired culture.

3.3 To refer to

The Board of Governors or other committees any relevant matters for consideration.

3.4 Delegated responsibilities

The Committee does not routinely delegate any categories of business.

4 Procedural rules

4.1 Quorum

Three (3) members, all of whom must be independent Governors.

4.2 Meetings

The Committee shall meet twice a year unless otherwise agreed by the Committee Chair.

4.3 Agenda

The agenda shall be the responsibility of the Committee Chair, and the Committee shall be serviced by the Secretary or nominee, who shall normally provide the agenda and supporting papers seven (7) days prior to the meeting.

5 Reporting

Decisions and recommendations of the Committee will be reported to the Board of Governors by way of formal written report by the Committee Chair to provide sufficient assurance that the Committee has effectively discharged its responsibilities.

Remuneration Committee (Senior Leadership Team) – Main Items of Business

The Committee will meet twice a year.

Main items of business for each meeting are detailed below.

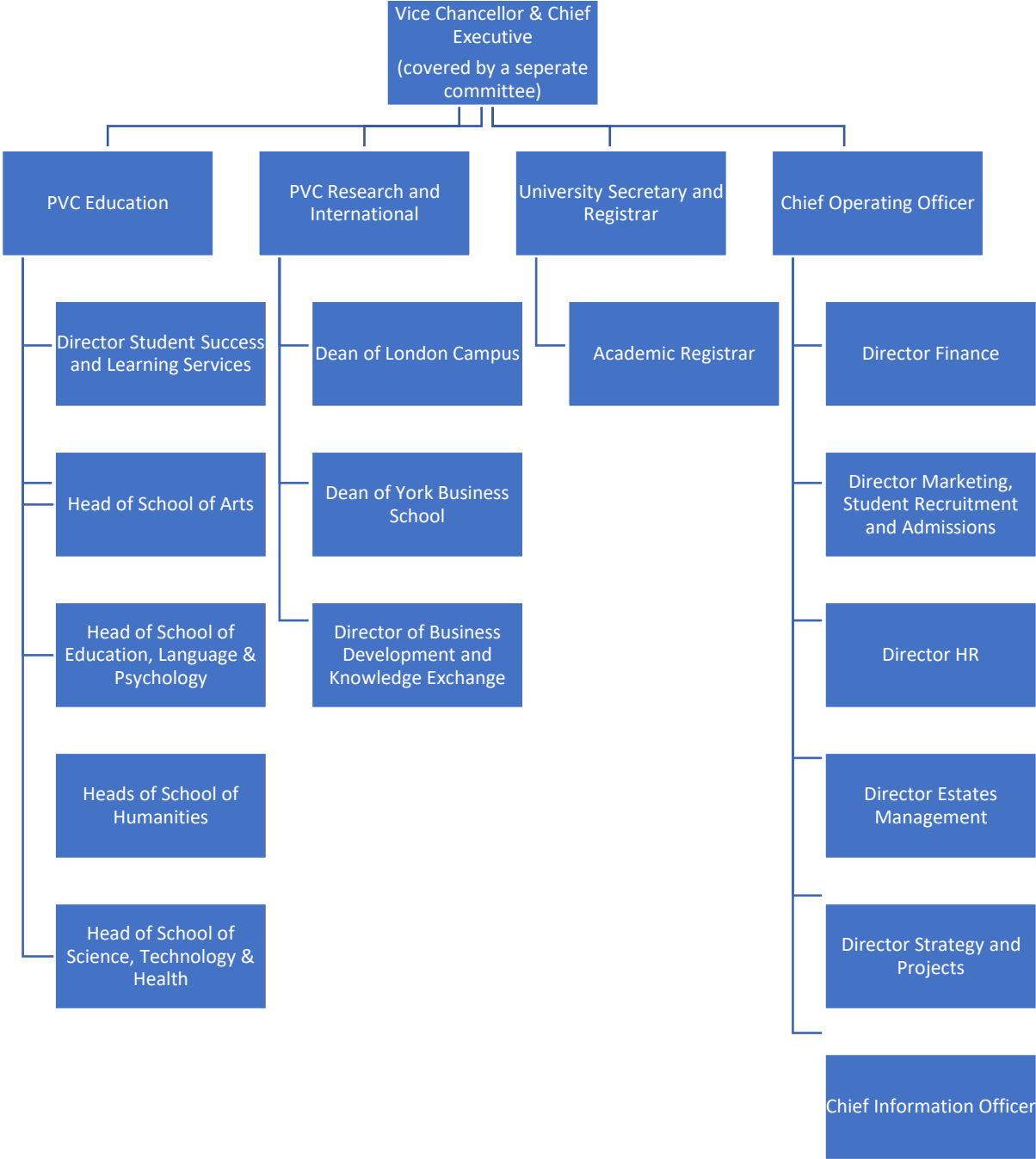
March

- To review the Committee's Constitution and Terms of Reference.
- To review the Framework for Decision-Making in relation to Senior Leadership Team pay.
- To consider changes in the external policy or regulatory context that may impact on the Committee's operation.
- To review professorial staff pay awarded in the previous year (from 2024)

June/July

- To consider the performance reports on the Senior Leadership Team (for those with more than 6 months service) and review remuneration in this context and wider information on market pay.
- To review the type and value of benefits awarded to the Senior Leadership Team.
- To undertake a self-challenge exercise to consider the effectiveness of the Committee, feeding into wider governance effectiveness reviews as appropriate.

Senior Leadership Team roles covered by the Remuneration Committee (SLT)



Remuneration Committee (Vice Chancellor)

Constitution and Terms of Reference 2025-26

The Board of Governors and its committees will conduct their business in a way that is consistent with, and reflects and promotes, the University's Code of Practice on Freedom of Speech and Academic Freedom and its Equality, Diversity and Human Rights Policy.

1. Purpose

To address performance, remuneration and conditions of service for the Vice Chancellor.

2. Constitution and membership

		Expiration of office
Chair of the Board of Governors	Julia Unwin DBE	31/07/2029 (9)
Deputy Chair of the Board of Governors	Neil Braithwaite (Chair)	31/07/2027 (6)
Three additional independent Governors, usually to include the Chair of Audit & Risk Committee and the Chair of People Committee.	Jennifer Adams	31/07/2027 (6)
	Alison Davies	31/07/2028 (6)
	Rt Revd Richard Frith	31/07/2027 (6)
One independent specialist, co-opted member, with expertise in senior appointments	Alexandra Albone	31/07/2026 (3)
<i>In attendance:</i>		
University Secretary and Registrar	Kathryn Kendon	
Director of Human Resources	Sally Marlow	
Minuting Secretary	Christopher Howell	

- a. The period of office for Governors will run concurrently with their period of office on the Board of Governors. The period of office for the co-opted member will be for an initial three years. Re-appointment will be subject to review by the Governance and Nominations Committee and with a maximum overall period of office of three terms of three years each.
- b. Election of Chair: The Chair of the Committee shall be selected from amongst the independent Governors of the Committee, excluding the Chair of the Board of Governors. The appointment will be concurrent with their term of office as a Governor.

3. **Terms of Reference**

3.1 **To consider and advise the Board of Governors on:**

- a. the Policy Framework within which remuneration and conditions of service for the Vice Chancellor of the University should be set;
- b. the operation and effectiveness of the Remuneration Committee, taking account of relevant sector developments and best practice.

3.2 **To be responsible, on behalf of the Board of Governors, and within the approved Policy Framework, for:**

- determining the annual pay award of the Vice Chancellor with appropriate reference to individual performance and comparative data
- determining and reviewing the salary, benefits and conditions of service of the Vice Chancellor, with explicit reference to:
 - -individual performance against agreed objectives;
 - Demonstratable leadership in promoting and embodying the University's mission;

Alignment with the behaviours and expectations articulated within the Leadership Framework.

- Reviewing and determining the salary, benefits and conditions of service of the Vice Chancellor, informed by comparative data within and beyond higher education to ensure decisions remain fair, appropriate and market informed.
- determining any severance payments to the Vice Chancellor, ensuring appropriate advice (including legal advice) is obtained where necessary with particular regard for the University's status as a charity And responsibility to safeguard public resources.

All decisions will be grounded in the principles of fairness, accountability and alignment with the University's values and strategic aims.

3.3 **To refer to**

The Board of Governors or other committees any relevant matters for consideration.

3.4 **Delegated responsibilities**

The Committee does not routinely delegate any categories of business.

4 **Procedural rules**

4.1 **Quorum**

Three (3) members, all of whom must be independent Governors.

4.2 **Meetings**

The Committee shall meet twice a year unless otherwise agreed by the Committee Chair.

4.3 **Agenda**

The agenda shall be the responsibility of the Committee Chair, serviced by the Secretary or nominee, who shall normally provide the agenda and supporting papers seven (7) days prior to the meeting.

5 **Reporting**

Decisions and recommendations of the Committee will be reported to the Board of Governors by way of formal written report by the Committee Chair to provide sufficient assurance that the Committee has effectively discharged its responsibilities.

Remuneration Committee (Vice Chancellor) – Main Items of Business

The Committee will meet twice a year.

Main items of business for each meeting are detailed below.

March

- To review the Committee's Constitution and Terms of Reference.
- To review the Framework for Decision-Making in relation to Vice Chancellor pay.
- To consider changes in the external policy or regulatory context that may impact on the Committee's operation.

June/July

- To consider the performance report on the Vice Chancellor (with more than 6 months service) and review remuneration in this context and wider information on market pay.
- To review the type and value of benefits awarded to the Vice Chancellor.
- To undertake a self-challenge exercise to consider the effectiveness of the Committee, feeding into wider governance effectiveness reviews as appropriate.