

TERMS OF REFERENCE OF THE REMUNERATION AND STAFFING COMMITTEE

Constitution

Ex-officio members: the Chair of the Board of Governors, the Deputy Chair of the Board of Governors and the Senior Independent Governor.

Appointed members:

Two lay members of the Board of Governors

One co-opted member (education specialist)

Total Membership: 6

Quorum: 50%

Terms of Reference

- 1.** In accordance with the Articles of Government, to determine all matters concerning the appointment, terms of service, and remuneration of senior posts as defined by the Articles, namely, the Vice-Chancellor & President and the University Secretary. When considering the remuneration of the Vice-Chancellor & President, the item in question must be chaired by a member of the Committee other than the Chair of the Board of Governors.
- 2.** To provide a justification for the total remuneration package for the Vice-Chancellor & President, which may be published in the University's financial statements. The justification shall include reference to the context in which the University operates, and be linked to the value and performance delivered by the Vice-Chancellor & President. It should contain an explanation of the process adopted for judging performance.
- 3.** To formulate and put in place (and thereafter to review the appropriateness and relevance of) a remuneration framework or broad policy at an institutional level for all staff, taking account of regulatory requirements and guidance, as well as the public interest, the safeguarding of public funds, the University's interests, the need to consider equality, diversity and inclusion (to eliminate biases both conscious and unconscious pertaining to gender or other protected characteristics within the pay structure) and the need to remain competitive in relation to staff recruitment and retention through the provision of reliable, up-to-date information about remuneration in other institutions.
- 4.** To approve the design of, and determine targets for, any performance related pay schemes operated by the University and approve the total annual payments made under such schemes.
- 5.** To approve staff policies, regulations and procedures within the overall human resource strategy including discipline, suspension, dismissal (including on the grounds of capability, ill-health and redundancy), grievance, recruitment and selection.
- 6.** To approve the staff hospitality and gifts policy and expenses policy.
- 7.** To be responsible for the performance management scheme for the holders of senior posts.

8. To commission and collect information from relevant bodies to inform the work of the Committee and to ensure that all provisions regarding the disclosure of remuneration packages are fulfilled.
9. To consider and approve any severance package to be made to a member of staff whose remuneration is at least £100,000 pa and to represent the public interest and avoid any inappropriate use of public funds; the Committee should be careful not to agree to a severance package which staff, students and the public might deem excessive; contracts of employment for senior staff should specify periods of notice of not more than 12 months, and should not provide for pension enhancements. To consider and approve policy on allowances and expenses for members of the Board of Governors.
10. To ensure that no individual is involved in deciding his or her own remuneration.
11. To report annually to the Board of Governors and to publish an annual statement based on its annual report containing:
 - a) list of post holders within the remit of Remuneration and Staffing Committee;
 - b) its policy on the remuneration for postholders within the remit of Remuneration and Staffing Committee;
 - c) its choice of comparator institutions/organisations;
 - d) its policy on income derived from external activities;
 - e) the pay multiple of the Vice-Chancellor & President and the median earnings of the institution's whole workforce, illustrating how that multiple has changed over time and, if it is significantly above average, an explanation of why; and
 - f) an explanation of any significant changes.

Chair's action between meetings

The following categories of business may be conducted by the Chair. Chairs should use reasonable endeavours to contact all other members before taking Chair's action.

The first three delegations are minuted in advance and then reported back at the next meeting of the board or committee.

The fourth to sixth delegation are requested in writing by officers between meetings, supported by background information and then reported back at the next meeting of the board or committee.

The committee will monitor the use made of Chair's action.

- a. Business which is unfinished at a board or committee meeting for lack of information but on which a clear steer is given to guide the decision when the information becomes available;
- b. Business which is approved at a board or committee subject to certain conditions to be met by the management or other parties and signed off by the chair;
- c. Business involving signature/s to the detailed formal paperwork associated with a prior decision of a board or committee such as the sale of a building;

- d. The signing of routine contracts that commit UEL, or a subsidiary company or UELSU, above a certain level of expenditure;
- e. Routine decisions on senior postholders (Chair of the Board/Remuneration and Staffing Committee only);
- f. Urgent business between meetings, canvassing the support of other board and committee members as far as possible by phone or email. Such decisions should not involve changes of policy of the board or committee and should only be taken where there is material risk to UEL, or a subsidiary company or UELSU.

Approved by the Board of Governors on 7 July 2020