

## **REMUNERATION COMMITTEE**

### **Terms of Reference**

1. To make recommendations to the Board regarding the Remuneration Policy of the Company on an annual basis.
2. To use the delegated authority of the Board and the recommendation of the Chair of the Board to determine the salary of the Vice-Chancellor and Chief Executive Officer.
3. To use the delegated authority of the Board and the recommendations of the Chair of the Board and Vice-Chancellor and Chief Executive Officer to determine the salary of other members of the Executive.
4. To report the overall outcome of decisions concerning the salary of the Vice-Chancellor and Chief Executive Officer, and other members of the Executive to the Board within appropriate levels of disclosure.
5. For these staff, to make recommendations on terms and conditions of employment and, where appropriate, on severance payments.
6. To approve the salaries for any staff outside of the Executive whose remuneration is in excess of £100,000.
7. To consider the public interest of all forms of payment, reward and severance relevant to the Committee's decisions.
8. To undertake such tasks as shall be referred to it by the Board.

### **Membership**

#### *Ex Officio*

- Senior Independent Director (Chair)
- Independent Directors (3) one of whom is the Chair of the Board.
- External Member of the Audit and Risk Committee

Total membership: 5

#### *In attendance*

- Vice Chancellor and Chief Executive Officer
- Chief Operating Officer (Secretary to the Board)

## *Secretary*

Director of People and Organisational Development

### **Notes on membership**

- 1) Membership of the Remuneration Committee will include 4 independent directors to include the Senior Independent Director (as chair of the committee) and the Chair of the Board.
- 2) Membership will also include one external member (i.e. not a Board Director) of the Audit and Risk Committee.
- 3) In attendance will be the Vice Chancellor and Chief Executive, the Secretary to the Board and the Director of People and Organisational Development who will also act as Secretary to the Committee. None of those in attendance would be present for matters pertaining to their own employment.
- 4) Members will normally serve for a minimum of 3 years and a maximum of seven years.

### **Quorum**

3 members

### **Frequency of meetings**

The Remuneration Committee shall meet formally on an annual basis or more frequently if required.

### **Reports to**

- University of Suffolk Board of Directors

The terms of reference for the Remuneration Committee will be reviewed by the Board at least annually.