

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. **Membership**

Membership of the Committee shall include:

- **Chair** - A lay member of Council/Senior Independent Governor
- **Members**
 - Chair of Council
 - Chair of the Finance and Resources Committee/Deputy Chair of the Council
 - One lay member of Council
 - One Student member (taken from the student members of Council)
 - One Staff member (taken from the elected staff members of Council)

External advisor to the Committee: [TBD]

Advisors to the Committee:

- Director of Human Resources and Organisational Development
- Reward and Recognition Manager

Secretary: Secretary to Council

Other Advisors: other advisors will be invited to the Committee as the Committee determines is appropriate to the business it has under consideration.

The Vice-Chancellor and President will be invited to the Committee on matters relating to institutional performance and the individual performance of members of the Executive Group and/or as required by the Committee Chair.

2. **Quorum:** 3 members (the majority to be lay members)

3. **Frequency of meetings:** a minimum of 2 meetings per annum

4. **Terms of Reference**

The Committee shall have responsibility:

- i) to determine all aspects of the remuneration (base pay, performance-related payments and pensions) of the Vice-Chancellor and President, and members of the Executive Group, based on a consideration of performance against the objectives, both individual and institutional, set each year
- ii) to consider the appropriateness of current compensation levels for that group, taking into account the size and scope of the role and by using salary survey information to benchmark against comparative roles in other institutions and in accordance with the provisions of Kent's Senior Reward Policy
- iii) to determine any governance arrangements relating to members of the Executive Group

- iv) to recommend to Council any severance arrangements for the Executive Group taking account of relevant advice and requirements, including from the Regulator and the Committee of University Chairs and ensuring consistency with Kent's Senior Reward Policy
- v) to receive assurances in respect of the University's internal talent and succession planning strategies and plans for Executive Group positions
- vi) to oversee the decisions made by the University's Salaries Committee for Professorial, Senior Management and Grade 10 staff with a view to ensuring that the Committee operates appropriately, in line with the University's pay policies and objectives
- vii) to maintain oversight of the University's pay policies and practices and to ensure that these are fair, lawful and congruent with the University's objectives
- viii) to agree any major changes to the University's pay policies and practices that will have significant effect on the workforce and/or financial implications
- ix) to oversee policies and arrangements for severance payments for all Professorial and Senior Management staff to ensure that the University takes account of relevant advice, guidance and requirements of relevant external bodies such as the Regulator and the Committee of University Chairs.

The Committee will seek to ensure adherence to the Committee of University Chairs HE Senior Staff Remuneration Code and the Nolan Principles regarding ethical standards expected of public office holders.

The Committee will take into account the charitable status of the University and the need to ensure value for money for its stakeholders.

The Committee will obtain external, specialist advice on the appropriateness of salary levels of staff under its purview when necessary.

The Remuneration Committee has (except in relation to severance payments under iv) delegated responsibility for decision-making on these matters from Council. A report of the Committee's decisions is made to Council each year.

Note: The Chair of Council will approve the decision of the Salaries Committee for Professorial, Senior Management and Grade 10 staff following any application for additional salary review made by the Secretary to Council.

11.12.2024