

REMUNERATION COMMITTEE TERMS OF REFERENCE

Reports to

Board of Governors

Occurrence

At least once per year

Sub-committees

None

Membership

- Deputy Chair of the Board of Governors [Chair]
- Chair of the Board of Governors
- At least one further Independent Member of the Board of Governors, nominated by the Chair and approved by the Board.

In attendance

- Vice-Chancellor & Chief Executive
- Representative of the HR Team
- Strategic Advisor to the Vice-Chancellor & Secretary to the Board of Governors [Secretary]
- Committee Business Manager [Clerk]

External independent advisors will be invited to Remuneration Committee meetings as required.

Attendees will be required to leave the meeting for all discussions and decisions relating to their own remuneration.

Quorum

A meeting shall be quorate when three members, one of whom must be the Chair, of the membership is present. A member of Remuneration Committee may join the meeting remotely with prior approval from the Chair.

Terms of Reference

Within the framework of the Articles of Government of Falmouth University:

1. To determine and approve the individual pay and conditions of employment of the Vice-Chancellor & Chief Executive and other Designated Post Holders whose contract formally includes eligibility for Performance Related Pay as part of their terms and conditions, within the financial scope agreed by the Board.
2. To consider and decide upon the terms of any severance or early retirement arrangements for the Vice-Chancellor & Chief Executive and other Designated Post Holders.
3. Undertaking such other tasks which are reasonably consistent with the above as may be referred to the Committee by the Board of Governors.

The Remuneration Committee shall, in order to assist in its deliberations, have access to any

available comparative information relating to other institutions in the Higher Education Sector, for example, UCEA comparative data.

Annual Remuneration Report

The Remuneration Committee will produce an Annual Remuneration Report to the Board of Governors. The report will provide sufficient assurance that the Remuneration Committee has effectively discharged its responsibilities.

The Remuneration Committee will provide for inclusion in the Financial Statements, a report covering the remuneration policy for the Vice-Chancellor & Chief Executive and Designated Post Holders and compliance with the CUC Higher Education Senior Staff Remuneration Code.

Published Annual Remuneration Statement

The Remuneration Committee will ensure that appropriate arrangements are in place with regard to the publication of an Annual Remuneration Statement.

Reporting Arrangements

The Board of Governors will receive a copy of the minutes (redacted to protect confidentiality) of all meetings.

The Secretary will be responsible for holding a complete record of minutes and decisions for the purposes of internal and/or external scrutiny/audit, as authorised by the Board of Governors.

Annual Performance Reports

The Remuneration Committee will receive and consider:

- (1) a confidential annual report prepared by the Vice-Chancellor & Chief Executive, on the performance of Designated Post Holders as related to their performance objectives for the 12 month period under review, and
- (2) a confidential annual report prepared by the Chair of the Board of Governors, on the performance of the Vice-Chancellor as related to their performance objectives for the 12 month period under review.

Performance Review

The Vice-Chancellor & Chief Executive and any other Designated Post Holders will withdraw from the meeting while their pay and conditions are being discussed.

The meeting with the Vice-Chancellor & Chief Executive will deal with aspects of the performance of eligible Designated Post Holders as detailed in his/her annual report.

The Chair of the Remuneration Committee will write to the Vice-Chancellor & Chief Executive and other Designated Post-holders notifying them of its decision(s) normally within ten working days of the meeting.

Review process

The review process occurs on an annual basis and pay and conditions are not normally reviewed in the period between meetings. However, the Vice-Chancellor & Chief Executive and other Designated Post Holders can in exceptional circumstances write at any time to the Chair of the Remuneration Committee requesting a review of their pay and conditions. Upon receipt of such a request the Chair will seek advice, as appropriate, and may call a special meeting of the Remuneration Committee to consider the matter, or may defer the matter to the Committee's scheduled annual review meeting.

Definitions

Designated Post Holder – a member of Falmouth staff holding one of the roles listed in Annex A, being those roles eligible for the senior management team PRP scheme at any given time.

Approved by:

Board of Governors

22 November 2019
