



REMUNERATION COMMITTEE – Terms of Reference

1. Constitution

The Remuneration Committee (REM) has been established in accordance with article 3 of the Instrument and Articles of Government, and with the CUC (published September 2020, Revised November 2021).

2. Membership

- (a) The Committee will comprise not less than **five** members consisting of:
- Chair of the Board;
 - The Vice-Chair of the Board;
 - Three other Independent Members (normally including the Chair of the HR Committee and the Chair of the Audit & Risk Committee);
- (b) A Chair of the Remuneration Committee will be appointed from the independent members, other than the Chair of the Board;
- (c) The University's Principal and Vice-Chancellor, and members of the Vice-Chancellor's Executive are required to attend as and when necessary to provide context and relevant information about reward matters below that of senior postholders. They will under all circumstances leave the meeting before discussion of their own remuneration.

3. Terms of Reference

- (a) To provide assurance annually to the Board on the conditions of service and remuneration of the University's senior postholders¹ and spot salary staff², having regard to:
- Approval of recommendations from the Principal and Vice-Chancellor (or nominated deputy) in respect of senior postholders and spot salary staff other than the Principal and Vice-Chancellor
 - Evidence of individual performance of senior postholders and spot salary staff against their objectives, as measured by annual appraisal conducted prior to the end of year Remuneration Committee
 - Internal equities and comparative information on salaries and other emoluments and conditions of service for similar posts in the Higher Education Sector;
 - The performance of the University against its key performance indicators, as determined by other factors of benchmarking within the HE sector and taking account of any other relevant benchmarks as deemed appropriate by the Remuneration Committee
 - The need to reward exceptional performance and attract and retain senior postholders.

¹ AUB Senior Postholders are defined as members of the Vice-Chancellor's Executive (VCE) + the University Secretary

² Spot salary staff are those staff who are remunerated outside of the National Framework Agreement and JNCHES process

- (b) To determine and decide the conditions of service and remuneration of the Principal and Vice Chancellor
- (c) To ensure the University has appropriate policies covering all aspects of senior post holders' and spot salary staff terms of employment, recognising that the HR Committee has oversight of the University's employment policies
- (d) To receive assurance that the remuneration and annual uplift position of spot salary staff have been reviewed and approved by the Principal and Vice-Chancellor (or nominated deputy), with the advice of the Director of People (apart from in relation to their own remuneration).
- (e) To receive assurance that the remuneration and annual uplift position of all other AUB employees is applied in accordance with the annual sector negotiation process
- (f) To approve the annual Remuneration Report for recommendation to the Board
- (g) To consider any other matters referred to the Committee by the Board and AUB management.

4. Frequency of Meetings

This Committee will normally meet once a year in the summer term. Other meetings will be arranged as deemed necessary by the Chair of the Remuneration Committee.

5. Reporting Procedures

The minutes of the Committee will be made available to members of the Board. These will also be referenced in the annual Remuneration Report and published with that Report on the University's website.

6. Clerking arrangements

The Director of People will be the Clerk to the Remuneration Committee. They will under all circumstances leave the meeting before discussion of their own remuneration

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