



Terms of Reference:	
Committee Name:	Remuneration Committee
Reporting:	Reports to Council
Endorsed	
Remuneration Committee	21 October 2024
Governance and Nominations Committee	28 November 2024
Approved:	
Council	10 December 2024

Terms of Reference
<p>The Terms of Reference of the Remuneration Committee are – taking account of the requirements of the Office for Students and guidance issued by the Committee of University Chairs – to :</p> <ul style="list-style-type: none"> (a) develop an overall reward strategy and policy to cover the remuneration, benefits and conditions of employment of the senior officers of the University. (b) review and determine the remuneration, benefits and conditions of employment of the President and Vice-Chancellor, and other members of the University Executive Board¹ in alignment with the Executive Reward Policy in order to recruit, retain and motivate senior leadership staff within appropriate levels of affordability and to secure value for money, whilst taking into account comparative information on the remuneration, benefits and conditions of employment in the University sector and elsewhere, as appropriate; (c) review any award arrangements for new University Executive Board appointments and approve as necessary (under the Committee’s schedule of delegation for senior executive remuneration and severance); (d) review any severance terms agreed (under the Committee’s schedule of delegation for senior executive remuneration and severance) for members of the University Executive Board on the termination of their employment, taking account of guidance issued by the Office for Students and the Committee of University Chairs. (e) to promote equality, diversity and inclusion through all its decisions. (f) agree an annual framework of work. (g) provide an annual report (for Council and for publication) which is transparent and meets the requirements of good governance in accordance with the CUC Remuneration Code. (h) agree what information about the work of the Committee and executive reward

¹ The full membership of the University Executive Board can be located at the following link: [University Executive Board | University Governance | University of Exeter](#).

arrangements should be published on the University's Governance webpages (in addition to the annual framework of work and annual report).

- (i) ensure appropriate consideration of the interests of the institution along with due regard for the public interest and use of public funds.

2. Membership

(a) The membership of the Remuneration Committee is:

- Pro-Chancellor and Chair of Council
- One other Pro-Chancellor
- Two other independent members of Council endorsed by Governance and Nominations Committee and approved by Council.

(b) The Chair will be appointed by Council from among the independent members of the Committee. Ideally, the Chair will have at least one year's experience serving on Remuneration Committee as an independent member before undertaking the role of Chair in order to ensure that they have a detailed understanding and awareness of the committee's procedures and protocols.

3. Procedures

a) The Committee will invite the President and Vice-Chancellor and the Executive Divisional Director of Human Resources to attend part of the Committee's meetings, in an advisory capacity, as required, to consider the University's Executive Reward Policy and practices and to provide information and answer any questions from the Committee. As appropriate, the Committee may also invite other senior colleagues to attend for specific items.

b) The Assistant Director (Governance) will act as Secretary to the Committee. They attend purely in a secretarial capacity and do not have authority to make Committee decisions and are not eligible to vote in meetings. With the exception of the Secretary to the Committee, no other member of staff will be present when the Committee makes decisions on the reward of the President and Vice-Chancellor.

c) The Committee will determine its own timetable for meetings but will be expected to meet on a minimum of two occasions each year.