

## Remuneration Committee and Remuneration Panel Terms of Reference

### Remuneration Committee Terms of Reference

- 1 To determine the salary, terms and conditions of service and other benefits for the Principal, staff holding contracts with executive terms and conditions and post holders who earn a basic full time equivalent of over  $\geq$ £100k per annum, in line with the Scottish Code of Good HE Governance (2017), and the University's mission for the Common Good.
- 2 To pre-approve in line with GCNYC Board by-laws decisions on the remuneration of GCNYC staff earning a basic full-time equivalent salary of  $\geq$ \$120k per annum.
- 3 To determine the remuneration arrangements of any kind for Court Governors including the Chair of Court in consultation where relevant with the Chair of the Court Nominations Committee and taking due cognisance of legislative and regulatory requirements.
- 4 To note severance arrangements, including payments, to staff in the categories in 1 and 2 above in accordance with policies approved by Court and general guidance provided by the Scottish Funding Council. The Principal will consult the Chair of the Committee to ensure the parameters of any proposed settlement are clear and have due regard for transparency and the public interest. Settlement outcomes will be formally reported to the Committee.
- 5 To provide Court with an annual report incorporating full details of the basis of all decisions about the salaries and terms and conditions of service for the posts in 1 above along with information concerning external comparators and any other background used by the Committee in reaching its decisions.
- 6 When the University requires to appoint a new Principal, the Remuneration Committee is responsible for considering and making recommendations on the terms and conditions, salary and benefits for the appointment at the beginning of the process and for advising the Court appointed Search Committee of these. During the search process, the Remuneration Committee will liaise with the Search Committee. This will normally be by ensuring that the Chair of the Remuneration Committee (or a nominated deputy selected from the Remuneration Committee), is an ex officio member of the Search Committee. Other members of the Remuneration Committee may also be appointed to the Search Committee.
- 7 With regard to other vacancies at this level, the Remuneration Committee delegates authority to the Principal, in consultation with the Chair of the Remuneration Committee, for finalising the starting salary and other terms and conditions of employment, taking account of the pay bands and terms and conditions agreed by the Committee and, in exceptional circumstances, for determining any salary increase or other measure necessary for the retention of senior staff.
- 8 To delegate authority to the University's Remuneration Panel: (i) to determine the salary and terms and conditions of service for professors and senior managers whose annual basic salary is less than £100k (ii) to implement the performance related pay scheme agreed by the Remuneration Committee. The Remuneration Panel will submit an annual report to the Remuneration Committee.
- 9 To map the Committee's terms of reference onto the corporate risk register and to monitor those risks which fall within the Committee's sphere of responsibility.

- 10 To keep the committee membership under review in order to maintain consistently the relevant balance of skills, knowledge and experience and to advise the Court Membership Committee accordingly.
- 11 Inasmuch as benchmark information is available, to benchmark the Committee's objectives annually against comparable institutions to ensure that these continue to be fit for purpose and reflect best practice in terms of corporate governance.
- 12 To ensure that decision- making is consistent with the duties of the Equality Act 2010.

### **Composition of Committee**

The composition of the Remuneration Committee is as follows:

No fewer than three lay members of Court (including the Chair of Court & the Vice Chair of Court ex officio) with experience appropriate to the Committee's work, one of whom has been appointed by Court as Chair of the Committee.

One student governor

One staff governor

### **Chair of the Committee**

The Chair must be drawn from among the lay governors. The Chair of Court is ineligible to be appointed Chair of the Committee.

### **In Attendance**

The University Secretary, who is Secretary to the Remuneration Committee.

The Principal for relevant items.

The Director of People when required to provide professional advice/support to the Committee.

External advisors as required.

*Any member of staff who is in attendance for all or part of the meetings of the Committee and whose remuneration falls within the scope of the Committee must withdraw when his or her remuneration and/or employment conditions are discussed.*

### **Quorum**

The quorum is no fewer than three lay governors, one of whom must be the Committee Chair or his/her nominee.

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### **Remuneration Panel Terms of Reference:**

- 1 To determine and keep under review the salary and performance related pay for all professors and senior manager contract staff who earn a basic full-time equivalent salary of less than £100K p.a.

- 2 For all post-holders, other than Executive contract staff, who earn £100K or more, the Remuneration Panel will consider review salary and performance related pay and make recommendations to the Remuneration Committee.
- 3 To implement the Remuneration Philosophy as agreed by the Remuneration Committee.
- 4 To submit an annual report to the Remuneration Committee incorporating full details of the basis of all decisions regarding the salaries for the above posts taking into account the information concerning external comparators and any other background information used by the Committee in reaching its decisions.

**Membership**

Principal & Vice-Chancellor (Chair)

Deputy Vice-Chancellor (Strategy)

Deputy Vice-Chancellor (Academic)

Pro Vice Chancellor Research & Enterprise and Vice-Principal

University Secretary & Vice-Principal Governance

Chief Operating Officer

The Director of People assisted by the People Services Operations Manager provides the Secretariat to the Panel

Chair of Remuneration Committee may attend as an observer

**Quorum**

A quorum is 4 members including the Chair of the Panel

**Frequency of Meetings**

The Remuneration Panel will normally meet twice annually, once to undertake the moderation exercise on proposed performance ratings and once to review salary levels and confirm performance ratings