

Terms of Reference for the **Remuneration Committee**

Name: Remuneration Committee

Purpose: The purpose of this Committee is to determine the pay of the Chief Executive, Directors and any other roles above the Senior Manager pay band.

Areas of responsibility: Universities UK (UUK) comprises core UUK operations, Universities UK International (UUKi), Universities Wales (UW), Universities Scotland (US) and Council of Deans of Health (until 31 July 2019) (CODH).

UUK has three subsidiaries, Woburn House Conference Centre (WHCC), Medical Schools Council (MSC) and MSC Assessment (MSCA).

The Remuneration Committee is responsible for the pay levels of UUK CEO, and all Directors reporting to the CEO. The committee does not consider the salary of the Directors of MSC or CODH.

Responsibilities:

- To advise the UUK Board on UUK's remuneration strategy
- To advise the UUK Board on the Chief Executives appoint insofar as pay is concerned
- To determine the pay of the CEO, the Directors and any other roles above Senior Manager pay grade, including the Directors of Universities Scotland and Universities Wales, having proper regard to UUK's financial situation and to appropriate national agreements.
- To review the performance of the CEO annually.

Reporting relationship and structure:

- The Remuneration Committee will report to and make recommendations to the Board.
- The Remuneration Committee will have the authority to act on behalf of the UUK Board when they so approve.
- The Director of Operations and Head of Human Resources will be the primary staff contacts for the Committee. They will be expected to attend Committee meetings, providing information on remuneration strategies and benchmarking and responding to specific requests for information.
- The President, Chief Executive, Vice President Wales, Vice President Scotland shall participate as required in relation to the performance of the role they line manage.
- The Head of Human Resources will be secretary to the committee.

Membership:

- The Remuneration Committee is composed of 5 members.
- The Remuneration Committee will have as its Chair a UUK Board Member who is appointed for a **two-year** period by the Governance and Nominations Committee.
- An independent member will be appointed by the Governance and Nomination Committee.
- Members must be able and willing to attend Committee meetings by phone or in person. Members are expected to read all circulated materials and participate actively in the work of the Committee.

Frequency of meetings:

- The Committee will meet at least once a year (July/August).
- Special meetings of the Remuneration Committee may be called by the committee chair at any time to deal with urgent matters.
- The meeting schedule and agenda will be established by the Head of Human Resources in consultation with the chair.

Quorum:

- Three members shall constitute a quorum for any meeting.

Term of office:

- The term of office for a member of the Committee shall be **two years**.
- Members shall be appointed by the Governance and Nominations Committee.
- A member may serve a maximum of two consecutive terms.
- In order to maintain a degree of continuity, it is hoped that not more than half the membership shall be changed each year.

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