

**TERMS OF REFERENCE**

Acting on behalf of the Board of Governors and within the employment framework recommended by the Finance and Employment Committee:

1. To determine the salaries and conditions of service of Board appointments.
2. To advise the Vice-Chancellor on salaries and conditions of service of key senior staff (specifically those holding the most senior management positions, currently members of the University Leadership Team).
3. To consider and approve the University's policy and/or approach to the reward of senior staff extending to all Senior Staff grade employees.
4. To consider the appropriateness of severance arrangements with respect to individual cases and other issues as they arise and making recommendations to the Board for approval on those arrangements, in line with the regulators' accounts direction.
5. To discharge its responsibilities in line with the CUC Remuneration Code, ensuring that the University's approach to senior remuneration provides for:
  - fair, appropriate and justifiable levels of remuneration;
  - procedural fairness, and
  - transparency and accountability.

The Committee will produce an annual report on its work for approval by the Board and for publication in the financial statements.

**CONSTITUTION**

Deputy Chair of the Board of Governors (Chair)

Chair of the Board of Governors

Chair of the Audit and Risk Committee

Chair of the Finance and Employment Committee

Independent member of the Board of Governors

University Secretary and Clerk to the Board of Governors

**Total Membership** 5

**Quorum** 3

**Secretary** University Secretary and Clerk to the Board of Governors

**CURRENT MEMBERSHIP**

Lord Kerlake	Chair of the Board of Governors
Professor Chris Kinsella	Chair of the Audit and Risk Committee
Neil MacDonald	Chair of the Finance and Employment Committee
Meg Munn	Deputy Chair of the Board of Governors (Chair)
Penny Thompson	Independent Member of the Board of Governors

**IN ATTENDANCE**

Dr Sally Jackson	Chief People Officer
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