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| **CONFIRMED MINUTES OF THE MEETING HELD ON 2 FEBRUARY 2023** |
| PRESENT: |
| Penny Thompson CBE (Chair) | Lord Kerslake (from item 5) |
| Jo Allen (from item 4) | Andrea Walters |
| John Cowling |  |
| IN ATTENDANCE: | AGENDA ITEM |
| Michaela Boryslawskyj, University Secretary | All |
| Sally Jackson, Chief People Officer and PVC (Diversity and Inclusion)  | All  |
| Sharon Taylor, Head of Resourcing and Reward | From Item 5.2 |
| Tracey Taylor, Minute Secretary | All  |
| APOLOGIES: There were no apologies.  |

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| Minute Ref | Item of Business | Paper Ref  |
| REM/2023-02-02/1 | DECLARATIONS OF INTEREST |  |
| 1.1 | There were no declarations of interest. |
| REM/2023-02-02/2 | CHAIR’S BUSINESS  |  |
| 2.1 | The Chair welcomed John Cowling to his first meeting of the Committee. |
| REM/2023-02-02/3 | MINUTES OF THE PREVIOUS MEETING | REM/2023-02-02/P3 |
| 3.1  | The minutes of the meeting held on 21 September 2022, including the confidential minutes, were **approved** as a correct record. |
| REM/2023-02-02/4 | MATTERS ARISING AND ACTION TRACKER | REM/2023-02-02/P4 |
| 4.1 | The Chief People Officer and PVC (Diversity and Inclusion) (CPO/PVCDI) briefed members on the review of Board appointment reports, noting that the number of direct reports to the Deputy Vice-Chancellor (Strategy and Operations) (DVSSO)and the Deputy Vice-Chancellor (Academic) (DVCA), 9 and 6 respectively, was not dissimilar, particularly given that 2 of the DVCSO’s reports (the University Secretary and the CPO/PVCDI) also had a secondary reporting line to the Vice-Chancellor (VC). A confidential minute was recorded.In discussion, the committee noted that these were inherited arrangements, which were not typical, (particularly for the University Secretary, given the dual-reporting nature of the role) and that it might be more usual to have a direct reporting line to the VC.  |
| 4.2 | The Committee reconsidered the suggestion from the Head of Resourcing and Reward and agreed that it would be beneficial for the senior salary benchmarking analysis to be presented in July in future in advance of the September pay reviews. |
| 4.3 | The University Secretary briefed the Committee on a comment in respect of the senior staff recruitment process regarding the benefits of understanding salary differences to the previous postholder in the context of scrutiny of senior staff salaries. A confidential minute was recorded. |
| 4.4 | It was highlighted that, whilst the remit of some senior appointments may differ from the previous postholder, this was a helpful point for future selection processes. Members commented that consideration of the complete remuneration package including pensions arrangements would also be helpful (noting that this was incorporated into the updated Board Appointment recruitment and selection process). |
| REM/2023-02-02/5 | SENIOR STAFF SUCCESSION PLANNING |  |
| 5.1 | The CPO/DVCDI presented a detailed summary of the arrangements to secure resilience and for succession planning. A confidential minute was recorded. |
| 5.2 | Key aspects included: * regular meetings of the VC, the DVCs and the CPO/PVCDI to ensure key senior staff were up-to-date on management and major institutional delivery questions;
* the current structure of UEB and ELT arrangements to ensure that senior staff were well-briefed beyond their individual responsibilities;
* academic and professional leadership arrangements; and
* testing of arrangements over the previous couple of years due to some extended periods of absence.

In response to a member’s query, the CPO/PVCDI confirmed that a focus on continued development ensured individuals obtained appropriate development and coaching to allow them to take up succession planning opportunities.  |
| 5.3 | A confidential minute was recorded. |
| 5.4 | The Committee endorsed the arrangements contained in the report and suggested that the report could be enhanced by the inclusion of a structure chart and an explanation of how the University identified the need for new skills sets. Members **approved** the proposals to revisit the arrangements every year at the first meeting of the Committee of the academic year, and for the University Secretary to be responsible for ensuring the currency of the report. |
|  | **Action:** SJ/MMB to consider options relating to the future focus/structure of the report. |
| 5.5 | It was reported that, following the resignation of the current Vice-Chancellor, the role would be going out to recruitment in early February in line with the recruitment and selection process for Board Appointments. The University had engaged the services of an Executive Search Agency to assist with the process and a detailed timeline had been developed for Committee consideration.The Committee considered recommendations for the contract and remuneration package relating to the appointment of a new Vice-Chancellor in line with its responsibilities under the CUC HE Senior Staff Remuneration Code and with reference to detailed benchmarking data. It was noted that the current contract of employment would need to be updated to reflect the new policy on retention of external income for senior staff and remove/replace references to outdated content. Members discussed in detail the recommendations to amend the contract content in a number of sections and resolved to **approve** the same. |
| 5.6 | A confidential minute was recorded. |
| 5.7 | Once the above amendments had been made, the Committee approved that the contract would be referred to the University’s legal advisors for further consideration. |
| 5.8 | Members received comprehensive benchmarking detail based on 2020/21 Vice-Chancellor remuneration and noted that the level of remuneration for the current postholder was between the lower quartile and lower decile. The importance of parity with other University senior staff salaries was also recognised. The Committee highlighted the need to ensure that the base salary was set at an optimal level to attract the right candidate, in the context of being minded not to offer a wide range of additional benefits. The institutional perspective, the complexities of the Future Strategy Programme and the creation of a new London Campus were also factors for consideration. It was agreed that the role would be advertised as ‘competitive salary’ which would provide some flexibility.  |
| 5.9 | The Committee reviewed the pension scheme options. A confidential minute was recorded. |
| 5.10 | It was important to consider the potential impact of this on future negotiations with the wider staff population, notwithstanding the need for flexibility to be able to secure the right candidate in a competitive recruitment market. Members were briefed on the possible pension implications associated with the recruitment and considered the provision of additional benefits, with reference to the previous year’s CUC Vice-Chancellor Remuneration Survey. The Committee determined that it would not be appropriate to offer peripheral benefits less rarely seen these days, such as accommodation and a car. |
| 5.11 | The Committee determined the salary envelope for the role (a confidential minute was recorded), plus a relocation allowance aligned with that offered to other senior staff. Should the new postholder decide to opt of the pension scheme, a death in service benefit would also be offered.  |
| 5.12 | A confidential minute was recorded. |
| 5.13 | It was noted that the Selection Panel would make a recommendation for the appointment of the successful candidate (within the constraints of the agreed salary envelope) to the Board of Governors for approval. |
| M/2023-0202/6 | ANNUAL REVIEW OF AGGREGATE UEB EXPENSES | REM/2023-02-02/P6 |
| 6.1 | Members received the annual report on UEB expenses and **approved** the aggregated data for publication on the University’s website.  |
| REM/2023-02-02/7 | REVISED TERMS OF REFERENCE | REM/2023-02-02/P7 |
| 7.1 | The University Secretary highlighted the **recommended** changes to the Terms of Reference including the addition of the Deputy Chair of the Board to the Committee membership, subject to Board approval. |
| REM/2023-02-02/8 | OVERSIGHT OF ROLES WHERE THE REMUNERATION PACKAGE IS £100K OR MORE | REM/2023-02-02/P8 |
| 8.1 | Members received a report on those individuals, whose remuneration package was £100k or more, following the Senior Staff Group (SSG) Pay Review Process completed in September 2022.  |
| REM/2023-02-02/9 | UPDATED GUIDANCE FOR REMUNERATION COMMITTEE MEMBERS | REM/2023-02-02/P9 |
| 9.1 | The Committee noted the changes to the Remuneration Guidance in light of recent changes to senior University decision-making structures and to reflect the new Retention of External Income Policy for Senior Staff.  |
| REM/2023-02-02/12 | COMMITTEE ANNUAL CYCLE OF BUSINESS FOR 2022/23 | REM/2023-02-02/P10 |
| 10.1 | The forward schedule of business was noted. |
| REM/2023-02-02/13 | ANY URGENT BUSINESS |  |
| 11.1 | The University Secretary confirmed submission of this year’s CUC VC Remuneration Survey. |
| REM/2023-02-02/14 | DATE OF THE NEXT MEETING  |  |
| 12.1 | End June 2023 – date tbc.  |