

**SWANSEA UNIVERSITY**  
**REMUNERATION COMMITTEE**  
**TERMS OF REFERENCE**

1. Reporting

The Remuneration Committee reports to the Council.

2. Occurrence

The Committee should meet at least four times a year. Special meetings may be called by the Chair of the Committee. The Committee shall use email circulation or telephone/video conferencing as appropriate to progress its business effectively.

3. Composition

The Committee membership consists of:

- A lay member of Council (Chair);
- Pro-Chancellors including the Chair of Council;
- Three additional lay members of Council.

Additional members with expertise may be co-opted via recommendation to Council via the Governance and Nominations Committee.

Co-opted members are not members of Council, and therefore are not Trustees of the University. However, they are full members of the Committee on which they sit and make a pivotal contribution to the business of the committee.

Co-opted members of Council sub-committees are independent, lay individuals, appointed to bring specialist advice and input to the business of the sub-committees. The purpose of the role-holders is to provide additional expert advice within the corporate governance framework of the University, without increasing the number of lay members on Council.

Lay Committee Members should not have significant financial interests in the University.

There should be 'due regard' to the provisions of the Equality Act 2010.

4. Privileged Communications with Members and co-opted members of Council Committees and Sub-Committees

Privilege allows individuals and entities to resist disclosure of confidential material in the context of legal advice, arbitration, litigation, and investigations. Privilege can apply to legal advice and litigation matters and includes discussions, decisions, instructions, and receipt of legal advice (written and oral). There are strict rules on when privilege applies, and privilege can be lost by circulating privileged material without adequate safeguards. It is anticipated that it will be necessary for all Committee and Sub-Committee Members, during their term of office, to be party to privileged communications/information and they must act in accordance with the University Council's Code of Practice for Members and the Regulations for the Conduct of Meetings in such matters.

5. Terms of Office

Members shall be appointed for 4 years in the first instance, with the possibility of appointment for a second term of no more than 4 years.

6. Attendance

Secretarial support to the Committee will be provided by the University Secretary.

The Director of Human Resources (or a representative) should attend meetings and Human Resources should provide additional secretarial support, if needed, for the Committee.

The Committee should invite the Vice-Chancellor and the Registrar and Chief Operating Officer to attend parts of the meetings, in an advisory capacity, as required, to answer any questions from the Committee.

No employee should be present when the Committee makes decisions on the reward of members of the Senior Leadership Team.

7. Quorum

Three of the membership of the Committee will form a quorum.

8. Purpose

The purpose of the Remuneration Committee is to determine the Reward Strategy of the University and for setting the remuneration and the terms and conditions for the Vice-Chancellor and members of their Senior Leadership Team.

9. Terms of Reference

The Terms of reference of the Remuneration Committee are

1. To develop an overall reward strategy and policy to cover the remuneration, benefits and conditions of employment of the senior employees of the University on Grade 11 and designated employees on grade 10a;
2. To review and determine the remuneration, benefits and conditions of employment of the Senior Leadership Team comprising:
  - Vice-Chancellor;
  - Registrar and Chief Operating Officer;
  - Provost;
  - Pro-Vice-Chancellors;
  - Chief Financial Officer;taking account of affordability, comparative information on remuneration, benefits and conditions of employment in the University sector and elsewhere as appropriate;

Remuneration packages of direct reports to SLT members will also be agreed by the Committee;

3. To set the strategy, policy and parameters for the review and determination of the remuneration and benefits of all Grade 11 employees within the scope of the Professorial and Senior Salaries Committee;

4. To consider, and if thought fit, approve the recommendations of the Professorial and Senior Salaries Committee;
5. To be responsible for any severance packages agreed within the University and to be actively involved in, and responsible for, the decision process for any severance arrangements for grade 11 employees;
6. To receive a report on any relevant actions taken by the Chair between meetings;
7. To agree an annual framework of work and to review and report on progress by providing an annual report (for Council and the University Financial Statements) which is transparent, aligned with the recommendations of the Higher Education Senior Staff Remuneration Code and meets the requirements of good governance;
8. To agree what information about the work of the Committee and senior employee reward arrangements should be published.

*Approved by Council: October 2021*  
*Next Review Date: October 2022*  
*Amendments approved by Council: 27 March 2023*