

SWANSEA UNIVERSITY

REMUNERATION COMMITTEE  
TERMS OF REFERENCE

1. Reporting

The Remuneration Committee reports to the Council.

2. Occurrence

The Committee will normally meet 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

Any co-opted Committee members who are not members of Council shall normally 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 Registrar and Chief Operating Officer and 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 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 with the exception of the University Secretary, the Director of Human Resources and HR lead for Administrative Support.

No employee should be present when the Committee makes decisions on their reward.

7. Quorum

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

8. Terms of Reference

The Terms of reference of the Remuneration Committee are:

1. To be responsible for overseeing and scrutinising the Reward Strategy of the University;
2. 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 those who report directly to members of the Senior Leadership Team;
3. To review and determine all aspects of the remuneration, benefits and conditions of employment of the Vice-Chancellor;
4. To review and determine the remuneration and other financial benefits of the Senior Leadership Team comprising:
  - Registrar and Chief Operating Officer;
  - Provost;
  - Pro-Vice-Chancellors;
  - Pro-Vice-Chancellor Executive Deans;
  - Chief Financial Officer;
  - and their direct reports,

taking account of affordability, comparative information on remuneration, benefits and conditions of employment in the University sector and elsewhere as appropriate. The Committee will also determine any other conditions of employment for members of the

Senior Leadership Team if the conditions are not covered either by an established policy of the University or the proposed condition differs from that provided for by the policy;

5. 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;
6. To consider, and if thought fit, approve the recommendations of the Professorial and Senior Salaries Committee;
7. 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 and those who report directly to members of the Senior Leadership Team;
8. To receive a report on any relevant actions taken by the Chair between meetings;
9. 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;
10. To agree what information about the work of the Committee and senior employee reward arrangements should be published.

*Approved by Council: October 2021*

*Amendments approved by Council: 27 March 2023*

*Amendments approved by Council: 8 July 2024*

*Next Review Date: September 2025*