



UNIVERSITY OF  
WINCHESTER

<b>Document Title:</b>	<b>Remuneration Committee – Terms of Reference</b>
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<b>Indicate whether the document is for public access or internal access only Indicate whether the document applies to collaborative provision? (Strikethrough text, as appropriate)</b>	<b>Public Access</b> <del><b>Internal Access Only</b></del> <del><b>Applies to Collaborative Provision</b></del>
<b>Summary:</b> This document sets out the Terms of Reference for the Remuneration Committee at the University of Winchester	

## **Remuneration Committee**

### **Terms of Reference**

The Board of Governors has delegated that the Remuneration Committee shall:

1. determine the emoluments and annual salary reviews of the Designated Staff. The Designated Staff are the Vice-Chancellor, the Chief Operating Officer, the Clerk to the Governors, and such other staff as determined from time to time by the Board.
2. determine any severance payment to be offered to a senior post holder in relation to the termination of their employment under the terms of a Settlement Agreement.
3. endeavour to support and develop the culture and behaviour within the institution, and the delivery of the University Strategic Plan.
4. conduct itself in accordance with the [CUC HE Senior Staff Remuneration Code](#)
5. where practicable conduct itself in accordance with the [CUC HE Code of Governance](#).

### **Frequency of Meetings**

Annually

### **Reporting Line**

Board of Governors

### **Current Sub-Committees**

None

### **Membership**

#### *Ex-officio*

Chair of the Board of Governors

Vice-Chair of the Board of Governors

#### *Appointed*

Three members appointed from the external members of the Board of Governors, one of whom will be the Chair of the People and Culture Committee.

#### *Chair*

The Chair of the Committee shall be the Chair of the People and Culture Committee.

In the absence of the Chair, those members present shall elect a Chair for the meeting.

In line with the CUC Remuneration Code, the Chair of the Board cannot also be the Chair of the Remuneration Committee.<sup>1</sup>

### **Terms of Office**

The three external Governor members shall be appointed for a period of three years and shall be eligible for re-appointment.

### **Attendees**

The Chair shall be entitled to invite to a meeting a person or persons to act in an advisory capacity.

### **Attendance by the Vice-Chancellor and Designated Staff**

No member of the designated staff, including the Vice-Chancellor, shall be a member of the Remuneration Committee.

The Vice-Chancellor will only attend parts of the meeting to deliver to the Remuneration Committee information on the performance of those staff who directly report to them. The Vice-Chancellor may attend other parts of the meeting only if the Remuneration Committee deem it appropriate.

The Vice-Chancellor will not be present when emoluments are decided for any member of the designated staff, including themselves.

### **Secretary**

The Director of People and Culture will attend the meeting in an advisory capacity and also serve as the Secretary to the Remuneration Committee.

The Director of People and Culture shall be permitted to have a delegate present at the meeting to support administration (such as note taking), if required.

### **Meeting Procedures**

#### **Agenda**

The agenda and papers shall be circulated to members in advance of the meeting by the Secretary. The Clerk to the Board will provide administrative support in the preparation of the agenda and the circulation of papers to the members.

#### **Quorum**

There shall be a quorum when at least three members are present at a meeting.

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<sup>1</sup> [Remuneration-Code-Revised-November-2021-final-1.pdf \(universitychairs.ac.uk\)](#), Element II- Procedural fairness, Principle (e), page 4.

## **Minutes and Annual Summary**

Minutes shall be kept of the proceedings of all meetings of the Committee by the Secretary and the Committee Chair will present an update to the next meeting of the Board of Governors.

The Secretary will arrange for an annual summary of the decisions of the Remuneration Committee to be posted on the University website.<sup>2</sup>

Minutes are available to members of the Governing Body on request.

The Committee recognises that the outcomes recorded in the minutes are highly confidential in nature and will contain the personal information of identifiable individuals who are under review. Any requests from a non-Governor for copies of Remuneration Committee minutes will therefore be reviewed in consultation with the Committee Chair, the Committee Secretary, and the Data Protection Team to judge what can be released, what information is already publicly available, what privacy exemptions need to be applied, and where redactions should be made before any material is released.

## **Review and Amendments**

These terms of reference will be reviewed annually by the Committee, with any proposed amendments approved at a duly constituted meeting of the Board of Governors.<sup>3</sup>

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<sup>2</sup> [Remuneration-Code-Revised-November-2021-final-1.pdf \(universitychairs.ac.uk\)](#): Element III – Transparency and Accountability

<sup>3</sup> Terms of Reference approved: 14 May 2015, June 2018, June 2021 and 11 September 2024.