



## MINUTES OF THE REMUNERATION COMMITTEE

**Strictly Confidential**

**17 November 2017**

Attendees: Denis Burn (Chair of the Board of Trustees), Roger Holmes (Co-opted member), Ron Kerr – Chair (lay member of the Board of Trustees), Andrew Poolman (Treasurer), Anne Stephenson (Chair of HR Committee)

In attendance: Hugh Brady (Vice-Chancellor), Claire Buchanan (HR Director and Committee Secretary), Robin Geller (Registrar/Chief Operating Officer), Guy Orpen (Deputy Vice-Chancellor)

### **1. Apologies**

1.1 None.

### **2. Chair's Comments**

2.1 Claire Buchanan was welcomed to the Committee.

2.2 NOTED: that it was Anne's last meeting and she was thanked for her contribution to the Committee.

### **3. Declaration of interests**

3.1 None.

### **4. Minutes of the last meeting**

4.1 CONFIRMED: that Denis Burn had attended the meeting.

### **5. Matters arising and actions**

5.1 RECEIVED: paper reference **REMC/17-18/01**

#### 8.7 Remuneration strategy and principles

5.2 NOTED: that Dr Alison Parken, consultant to the Professorial Gender Pay Working Group, had undertaken the initial data gathering and analysis work around gender pay in the professoriate.

5.3 CONFIRMED: that the Professorial Gender Pay Working Group would now be considering what steps might be taken to address issues identified and would be reporting to the UMT and the HR Committee.

- 7.5 Member induction, skills/experience audit and appropriate training/updating  
5.4 The Committee discussed training for Remuneration Committee members and it was noted that the CUC recommended external remuneration committee experts on remuneration committees.

- 5.5 AGREED: that Robin and Claire would look at best practice and training available, and provide an update at the next meeting.

**Action: Robin Geller/ Claire Buchanan**

**6. Remuneration Committee Membership and Terms of Reference**

- 6.1 RECEIVED: paper reference **REMC/17-18/02**.

Membership

- 6.2 The Committee considered whether it would be desirable for the composition of the Remuneration Committee to be further modified, to include a staff and/or student member.

- 6.3 NOTED: that further guidance was expected shortly from CUC on remuneration committee membership and it was agreed to revisit this when the guidance was available.

**Action: Claire Buchanan**

Terms of Reference

- 6.4 AGREED: to define who is 'the senior team' in the terms of reference.

**Action: Robin Geller/ Claire Buchanan**

- 6.5 There was discussion around transparency and whether any further detail should go on the website.

- 6.6 AGREED: to return to that discussion in future along with membership.

**7. Succession Planning Oversight Report**

- 7.1 RECEIVED: paper reference **REMC/16-17/04**.

- 7.2 There was discussion around whether it would be more appropriate for succession planning to be considered at HR Committee, though it was noted that Remuneration Committee was a more confidential forum, particularly as the HR Committee membership had been broadened three years ago.

- 7.3 AGREED: to look at the membership of the HR Committee, and to clarify what should be reported to the Remuneration Committee and to the HR Committee, including what should be considered by both.

**Action: Robin Geller/ Claire Buchanan**

- 7.4 NOTED: that the pipeline for Deans was variable and it was confirmed that the recruitment process for PV-Cs and Deans now included the use of external head hunters in the search for the best candidates.

- 7.5 NOTED: that the reporting of succession planning each year helped to build a picture, and it was suggested the University should consider what it did with the data and how it managed risks identified.

**Action: Claire Buchanan**

- 7.6 NOTED: that some senior staff in Professional Services would be retiring in the next few years. The Committee agreed that it would be sensible to start looking at a replacement for the Bursar/ Director of Estates in the near future.

- 7.7 AGREED: the need to look at succession planning below Director level, which would inform the selection process for senior leadership development programmes.

**8. Pay Envelope for the 2017/18 pay review cycle**

8.1 RECEIVED: paper reference **REMC/17-18/04**.

- 8.2 AGREED: that it would not be appropriate to use research income as an indicator of merit on its own, whilst it was recognised that the REF was not just about the professoriate.

8.3 AGREED: that these Performance Indicators were useful.

8.4 CONFIRMED: that the University did not set the bar for the number of professors and it was asked if the professoriate increase was at a faster rate than in other staff groups. The Committee recognised that research intensive universities tended to have a higher percentage of professors.

8.5 AGREED: the need to set succession planning and the pay envelope within a strategic context, to ensure it supported strategic priorities.

8.6 NOTED: that the terms of reference might need to be updated to allow the Remuneration Committee to consider a yearly plan that looked at pay and structure. It was suggested that it might be more appropriate for the Pay Envelope work to come from the Audit Committee or Finance Committee.

8.7 AGREED: that there needed to be a clarity of process on remuneration, succession planning and talent management, in terms of the governance at each stage and how they interrelate and function.

**Action: Robin Geller/ Claire Buchanan**

**9. Senior Staff Severance Policy**

9.1 RECEIVED: paper reference **REMC/17-18/05**.

9.2 AGREED: that Remuneration Committee adopt the HEFCE guidance on severance pay for senior staff as the policy framework, should the need arise for a severance payment to be made.

9.3 AGREED: to bring back this item annually to ensure compliance with the most up to date guidance.

**Action: Claire Buchanan**

*Hugh Brady, Guy Orpen and Robin Geller left the meeting.*

**10. Vice-Chancellor Pay Discussion**

10.1 RECEIVED: paper reference **REMC/17-18/06**.

10.2 NOTED: that the CUC would be producing a code of practice on vice-chancellor pay in the next few months.

10.3 NOTED: that the Vice-Chancellor was not a member of the Remuneration Committee. He attends its meetings 'in attendance' and absents himself from any discussions related to his own terms and conditions, as he did on this occasion.

- 10.4 It was anticipated that the topic of vice-chancellor remuneration would be raised at the meeting of Court in December; a briefing paper would be provided for Denis.

**Action: Governance**

**11. Equality and diversity implications**

- 11.1 This had been noted within discussion at the meeting.

**12. Communications and consultation**

- 12.1 The Committee discussed whether the minutes of Remuneration Committee meetings should be published on the University website. This would be considered further.

**Action: Claire Buchanan**

**13. Any Other Business**

- 13.1 NOTED: the upcoming USS changes and the implications.

**14. Matters to bring to the attention of the Board of Trustees**

- 14.1 A summary of discussion would be provided for the next meeting of the Board.

**Action: Claire Buchanan/ Ron Kerr**

**15. Date of next meeting**

Wednesday 13 June 2018, 2.00 – 5.00.