

MEETING OF THE REMUNERATION COMMITTEE

Monday 10th October 2022 – 11:00-14:00

Meeting held via Teams

MINUTES

Present: Mohammed Saddiq (Chair), Linda Fletcher (independent member of the Board of Trustees), Andrew Poolman (University Treasurer and independent member of the Board of Trustees), Jack Boyer (Chair of the Board of Trustees), Andreas Raffel (independent member of the Board of Trustees).

In attendance: Claire Buchanan (Chief People Officer), Hannah Quinn (Head of Governance), Evelyn Welch (Vice-Chancellor – for item 7), Lucinda Parr (Registrar & University Secretary – for item 7), Robert Kerse (Chief Operating Officer – for item 7) and Judith Squires (DVC & Provost – for item 7).

Apologies: None

1 WELCOMES, APOLOGIES AND ANNOUNCEMENTS

1.1 The Chair welcomed members to the meeting.

2 DECLARATIONS OF INTEREST

2.1 There were no new declarations of interest.

3 MINUTES OF PREVIOUS MEETINGS

3.1 The minutes were APPROVED as a fair and accurate record of the meeting of 6 April 2022

4 ACTIONS & MATTERS ARISING

4.1 The Chair noted progress on each item.

4.2 **[REDACTED: May prejudice commercial interests]**

5 REMUNERATION COMMITTEE TERMS OF REFERENCE (reference REMC/22-23/001)

5.1 The Chair introduced the item.

5.2 The following points were DISCUSSED:

5.2.1 The need to better highlight the duty of succession planning

5.2.2 An addition to reference the departure of the Treasurer

5.2.3 That future reporting of settlement agreements should be above £100,000, to match the Terms of Reference, rather than £150,000

5.3 AGREED that the Terms of Reference would be updated and circulated outside of the meeting for recommendation to the Board of Trustees.

ACTION: Head of Governance

6 CHAIR'S REPORT (reference REMC/22-23/002)

6.1 The Chair introduced the item.

6.2 NOTED that there were had been no Non-Disclosure Agreements for 2021/22, and the overview of staff earning over £150,000.

6.3 The following points were DISCUSSED:

6.3.1 The list of staff earning over £150,000, who were mainly clinicians. This was the norm for any institution with a Medical School and tended to be a combination of base salary and additional payments.

6.3.2 **[REDACTED: Confidential Personal Information]**

6.3.3 **[REDACTED: Confidential Personal Information]**

6.3.4 That the remit group had been defined based on external advice from KornFerry and was similar to the majority of the Russell Group but could be reviewed. **[REDACTED: Confidential Personal Information]**. The CUC Code only referred to “executive” in their definition. There was a risk that the remit group would be too large, and the Committee was unable to review performance adequately.

ACTION: Review the remit group, considering seniority vs salary and provide recommendations to the next meeting

7 TALENT MANAGEMENT AND SUCCESSION PLANNING (reference REMC/22-23/003)

7.1 The Chair introduced the item. The Chief People Officer spoke to the paper

7.2 CONSIDERED the Academic leadership hires, the leadership training delivery and the Black staff talent pipeline. The following points were NOTED

7.2.1 The comprehensive nature of the report which considered how we ensure we have resilience built in within our structures and reduce the risks associated with individuals leaving.

7.2.2 The need to build our talent at all levels, in both the academic space and in Professional Services alongside the need to diversify our staff population.

7.2.3 That a 10% -12% turnover of staff would be considered healthy and enabled recruitment of new talent from outside the organisation. The other 90% of staff would be nurtured and developed internally.

7.2.4 The balance of internal and external recruitment since the last report, which included external recruitment of a Head of School and a Dean.

7.2.5 That while application rates from people of colour had increased, this had not resulted in the same increase in appointments.

7.2.6 Consideration of the use of external search partners and the value of these, compared to establishing an internal search function. Other institutions had taken this approach successfully, including Kings College London and it was important to consider best use of funds.

7.3 The following points were DISCUSSED:

7.3.1 The use of internal search functions at US universities to attract key academic hires, and the opportunity for these functions to develop key sector and market knowledge. This may be more difficult when looking at broad professional services recruitment.

7.3.2 The appointment of interim Deans. This partly reflected the need to cover any gaps in appointments, **[REDACTED: Confidential Personal Information]**

7.3.3 **[REDACTED: May prejudice commercial interests]**

7.3.4 The importance of leadership development for academic managers. The Chief People Officer noted that the supply route for Dean appointments was normally through Head of School appointments. Heads of Schools were supported to undertake the Senior Leaders programme to support their progression. Once appointed as Dean, tailored development was put in place, normally from an external provider, and based on what that candidate needed, including ongoing coaching arrangements. All leadership development brought together academic and professional service colleagues so that they could learn from each other.

7.3.5 The importance of collating and reviewing data on the impact of these development programmes and sharing this with the Committee. The Chief People Officer noted **[REDACTED: May prejudice commercial interests]**

the new system provided better reporting on what development people are undertaking. There was also the ability to track individuals post development to see whether this supports retention and linking this to academic promotions.

ACTION: Chief People Officer

- 7.3.6 [REDACTED: May prejudice commercial interests]
- 7.3.7 [REDACTED: May prejudice commercial interests]
- 7.3.7 [REDACTED: May prejudice commercial interests]

8 PERFORMANCE REVIEW OF REMIT GROUP AND SALARY RECOMMENDATIONS AGAINST PERSONAL AND INSTITUTIONAL TARGETS REVIEW AND DISCUSSION OF BENCHMARK DATA AND SALARY RECOMMENDATIONS (reference REMC/22-23/004)

- 8.1 The Chair introduced the item. The Vice-Chancellor, DVC & Provost, Chief Operating Officer, and the Registrar & University Secretary joined the meeting for this item.
- 8.2 APPROVED the schedule for performance review as the Committee exited the transition period. The Vice-Chancellor would set mid-year objectives for her team, which would be reviewed in April and October 2023. From October 2023 onwards we would revert to a normal schedule. The objectives would be linked to the Strategic Progress Indicators, which were already guiding the work of the Executive.
- 8.3 DISCUSSED the performance of the Remuneration Committee remit group for 2021/22.
 - 8.3.1 [REDACTED: Confidential Personal Information]
 - 8.3.2 The need to make arrangements for the Chair of the Board to review the performance of the Vice-Chancellor, and that this pattern did not need to match the arrangements for the previous post holder.

ACTION: Chair of Board
 - 8.3.3 The preference to meet in September and March, rather than October and April, during the next academic year

ACTION: Governance Team
 - 8.3.4 [REDACTED: May prejudice commercial interests]
 - 8.3.5 The potential to consider “soft” targets alongside hard metrics, although these were often harder to achieve.
 - 8.3.6 [REDACTED: May prejudice commercial interests]
- 8.4 [REDACTED: Confidential Personal Information]
- 8.5 [REDACTED: Confidential Personal Information]
- 8.6 [REDACTED: Confidential Personal Information]
- 8.7 [REDACTED: Confidential Personal Information]

9 REVIEW OF PAY IN LIEU OF PENSIONS (reference REMC/22-23/005)

- 9.1 The Chief People Officer introduced the item.
- 9.2 DISCUSSED the potential change in rate.
 - 9.2.1 [REDACTED: May prejudice commercial interests]
 - 9.2.2 That some of the employer contribution was related to the USS deficit reduction payments
 - 9.2.3 [REDACTED: May prejudice commercial interests]
 - 9.2.4 A concern about any increase in contributions considering the climate of pay restraint and industrial action climate.

9.2.5 An estimate of when the scheme may be closed entirely. While certainty was not possible as there was no normal retirement age, it was likely to be two – three years.

9.3 AGREED to continue the PILOP scheme for existing members for a further year at the existing rate.

10 DRAFT REMUNERATION COMMITTEE ANNUAL REPORT (FOR PUBLICATION ON UOB WEBSITE) INCLUDING MEDIAN TO VC PAY RATIO (reference REMC/22-23/006)

10.1 The Chief People Officer introduced the item.

10.2 RECOMMENDED the Draft Remuneration Committee Annual Report to the Board, subject to minor changes.

11 EQUALITY, DIVERSITY AND INCLUSION

11.1 NOTED discussion in relation to the Terms of Reference, talent pipeline and Annual Report.

12 COMMUNICATION AND CONSULTATION

12.1 Decisions in relation to salaries and PILOP would be communicated to affected staff.

13 ANY OTHER BUSINESS

13.1 The Committee NOTED thanks to Mohammed Saddiq at his last meeting as Chair. He had run the Committee skilfully, and his impact on the proceedings and substance of the meetings was appreciated. The Chair thanked the Chief People Officer, the Head of Governance and their teams for their support.

13.2 The Committee NOTED thanks to Clare Buchanan and wished her well for her career break.