

REMUNERATION COMMITTEE

9TH JULY 2021

REDACTED MINUTES FOR PUBLICATION

A meeting of the Remuneration Committee was held remotely via Zoom videoconferencing on Friday 9th July 2021 from 13.30-15.00pm.

Present: Jat Brainch [JB] Honorary Treasurer and Chair
Amanda Clack [AC]
Stephen Jackson [SJ]

Apologies: Ella Campbell (Student Trustee) [EC]

In Attendance: Jane Fawkes (University College Secretary) [JEF] (Except for item 4.1)
Lyndsay Hughes (note taker) [LH]
Ashley Wheaton (Principal) [AW] (Except for item 4.2)
Lisa Wilks (HR Director) [LW]

0115 1.1/ DECLARATION OF ANY CONFLICTS OF INTEREST

0116 There were no conflicts of interest declared, except noting that the Principal would not attend item 4.2 and the Deputy Principal would not attend items 4.1 and 4.2 regarding Committee discussions of their remuneration and reward packages.

0117 1.2/ TO RECEIVE APOLOGIES FOR ABSENCE

0118 There were apologies for absence from Ella Campbell.

0119 1.3/ TO APPROVE THE MINUTES OF THE MEETING HELD ON 23RD OCTOBER 2020

0120 The minutes of the Remuneration Committee held 23rd October 2020 (paper 1.3) were **APPROVED** as a true record and signed by the Honorary Treasurer. The proposed redactions from these minutes were approved ahead of being published on the UCEM website.

0121 1.4/ TO CONSIDER MATTERS ARISING FROM THE MINUTES NOT INCLUDED ELSEWHERE ON THE AGENDA

0122 The only action recorded at the previous meeting was **NOTED** as closed.

0123 2.1/ TO NOTE THE ROLE AND REMIT OF THE REMUNERATION COMMITTEE

- 0124 The Committee was reminded of its role in compliance with the Office for Students Accounts Direction and the CUC Higher Education Remuneration Code via guidance provided in papers 2.1b and 2.1c. The Committee **NOTED** that its deliberations will be transparent to the wider Board and that minutes (with redactions) will be published on the UCEM website. The Committee **NOTED** that full transparency is driven by the Office for Students Conditions of Registration and the requirement to publish a pay transparency justification statement and a pay multiples submission later in the year.
- 0125 The Committee also reviewed its Terms of Reference and remit ahead of discussions later on the agenda. There were no proposed changes, but the Committee **NOTED** that Ella Campbell would complete her term as Student Trustee in July 2021 and will therefore be replaced on the Committee later in the year. The appointment of a Student Trustee to the Committee is also part of UCEM's commitment to transparency, accountability and value for money from the student perspective.
- 0126 It was proposed that UCEM seeks to appoint an independent member to the Remuneration Committee, someone from an equivalent academic institution who can provide a further unbiased and fair perspective and who can provide advice and guidance to the Committee in its deliberations as a matter of good practice. This would be an unremunerated role and would not carry voting rights.
- 0127 The Committee **AGREED** to seek out and appoint an independent member to the Remuneration Committee from within the Higher Education sector to provide advice and guidance to the Committee in its deliberations.
- ACTION: Seek an independent member for Remuneration Committee. [JB/JEF]**
- 0128 The Committee **NOTED** the context in which it is empowered to make decisions on remuneration of key roles at UCEM and the relevant guidance provided.
- 0129 3.1/ TO RECEIVE PROPOSALS ON PAY AND REWARDS FOR ALL STAFF**
- 0130 REDACTED
- 0131 REDACTED
- 0132 REDACTED
- 0133 REDACTED
- 0134 REDACTED
- 0135 REDACTED
- 0136 4.1/ TO RECEIVE THE PRINCIPAL'S PROPOSALS ON REMUNERATION AND REWARD FOR THE EXECUTIVE**
- 0137 Jane Fawkes, the Deputy Principal and a member of the Executive, left the meeting for this item.
- 0138 REDACTED

0139 REDACTED

0140 REDACTED

0141 REDACTED

0142 REDACTED

0143 REDACTED

0144 REDACTED

0145 REDACTED

0146 REDACTED

0147 REDACTED

0148 REDACTED

0149 Ashley Wheaton left the meeting at the conclusion of this item.

0150 **4.2/ TO CONSIDER REMUNERATION AND REWARD FOR THE PRINCIPAL**

0151 REDACTED

0152 REDACTED

0153 REDACTED

0154 REDACTED

0155 REDACTED

0156 **5.1/ TO CONSIDER THE FUTURE MEETING SCHEDULE OF THE REMUNERATION COMMITTEE**

0157 It was proposed that the Committee removes an historic anomaly in the timing of the Remuneration Committee meetings in the future to better align with UCEM's academic, financial and performance year (1st August – 31st July). This change means that the year in question will be concluded, and all relevant results and performance related assessments can be made ahead of the meeting of the Committee and the associated decisions it will need to make.

0158 The Committee **APPROVED** the change in date of its regular annual meetings to better align to the academic and financial year at UCEM, noting that in 2022 this means a date change from the meeting currently scheduled for 7th July to the afternoon of 30th August 2022.

ACTION: Change the July 2022 meeting date to August 2022. [LH]

0159 **5.2/ ANY OTHER BUSINESS**

0160 No other matters of business were raised, and the Chair closed the meeting at 14.46pm.

0161 The date and time of the next Remuneration Committee meeting will be Friday 22nd October 2021 at 11.15am.

Signed:



Name: Jat Brainch

Position: Honorary Treasurer and Chair of Remuneration Committee

Date: 21st October 2021