

1. Constitution

- 1.1. A Committee of the Council to be known as the **Remuneration Committee** (the Committee) established with the following Terms of reference and standing orders by a resolution of the Council dated the 12th day of December 2008, as amended by Council on 10 May 2013, on 12 May 2016, on 20 September 2018, on 14 November 2019 and on 14 May 2020.

2. Terms of Reference

The specific duties of the Committee will be:

- 2.1. To consider matters affecting the performance and remuneration of the Chief Executive taking appropriate account of the views of Council members.
- 2.2. To make recommendations, regarding the above, for approval to the Welsh Government accordingly.
- 2.3. To consider the performance of the Deputy Chief Executive (staff at level one).
- 2.4. To consider the performance of the Council Secretary (a level three post) because of the importance of the role to the operation of the Council.
- 2.5. To consider any matters referred to the Committee by the Council.

3. Standing Orders

- 3.1. The standard HEFCW Committee Standing Orders shall apply, including ensuring advice from the Committee to the Council is given in accordance with the principles and goals of the Well-being of Future Generations (Wales) Act 2015.

4. Membership and Attendance

- 4.1. The Committee shall comprise six members, including the Chair of Council and the three other members of the Council appointed to the Human Resources Committee. The Chair of the HR Committee will also chair this committee. The fifth and sixth members of the Committee will be independent members with expertise in Human Resources.
- 4.2. The quorum for the committee meeting is three members including the Chair or his/her nominee and at least one independent member.

- 4.3. The Chief Executive will be invited to attend the Committee meeting to discuss performance reviews and consequent application of the HEFCW pay and grading systems with respect to the Deputy Chief Executive who directly reports to him.
- 4.4. The Chief Executive will not attend the Committee meeting to discuss either his/her performance or his/her remuneration.
- 4.5. The Director of Corporate Services will service the Committee.

5. Frequency of Meetings

- 5.1. There shall normally be one meeting per year.

6. Authority

- 6.1. The Committee shall have delegated authority to consider recommendations from the Chief Executive in respect of performance reviews and consequent application of the HEFCW pay and grading systems with respect to such other staff as the Council may decide.
- 6.2. The Committee shall have to consult Council Members in order to take account of their views of the Chief Executive's performance; in particular in relation to the Key Activities specified within the description of his role.
- 6.3. The Committee shall have delegated authority to consider matters affecting the remuneration of the Chief Executive and make recommendations for approval to the Welsh Government accordingly.

7. Reporting

- 7.1. Minutes of the meeting of the Committee will be circulated to the next meeting of the Council, following approval by the Chair of the Committee.
- 7.2. The minutes of the meeting Committee will act as an annual report to the Council on the discharge of its duties.

8. Review

- 8.1. The Committee Terms of Reference and membership will be reviewed annually and any proposed changes submitted to Council for approval.

Composition of the Remuneration Committee

Committee Members

Council

- Prof Aaqil Ahmed (Chair, and also Chair of HR Committee))
- David Allen (Deputy Chair)
- Prof Christine Ennew (also member of HR Committee)
- Dr John Graystone (also member of HR Committee)

Co-opted non-Council Members

- Gill George
- Liz Laughton

Officers

- Nick Williams (Director of Corporate Services) - Secretary

Other

- The Chief Executive will be invited to attend the Committee meeting to discuss performance reviews and consequent application of the HEFCW pay and grading systems with respect to the Deputy Chief Executive who directly reports to him.

Terms of Reference last reviewed: **14 May 2020**