REMUNERATION COMMITTEE

CONSTITUTION – UPDATED 21.01.2026

Terms of Reference

In discharging its terms of reference the Committee will:

- apply the University's stated equality and diversity principles and operate within the University's equality and diversity policies,

- consider the public interest and the safeguarding of public funds alongside the interest of the University.

The Vice-Chancellor, the University Secretary and members of the Vice-Chancellor's Executive

1. To determine the remuneration and terms and conditions of service of the Vice-Chancellor.

2. To determine the remuneration of the University Secretary on appointment and modifications, if any, to the normal terms and conditions of service for academic-related staff, as they relate to the University Secretary.

3. To determine the remuneration of members of the Vice-Chancellor's Executive on appointment and modifications, if any, to the normal terms and conditions of service for academic and academic-related staff, as they relate to each member.

4. To consider and to determine annually, or as may be required from time to time in particular instances, merit awards to and discretionary increases in the salaries of the Vice-Chancellor, the University Secretary and members of the Vice-Chancellor's Executive.

5. To consider and to determine matters relating to the early retirement, voluntary severance or other special termination arrangements of the Vice-Chancellor, the University Secretary and members of the Vice-Chancellors Executive.

6. To monitor, and to receive an annual report on, plans relating to talent development and succession planning for the Vice-Chancellor's Executive. To receive an annual analysis of Senior Staff roles.

Staff earning £120k and over

7. To determine the remuneration on appointment and to consider and to determine annually, or as may be required from time to time in particular instances, merit awards to and discretionary increases in the salary of individual members of staff in the OU Group (the Open University and the Open University Worldwide) in professorial or equivalent grades earning £125k and over per annum. All other staff on professorial or equivalent grades.

8. To receive an annual report on the salaries on appointment and on merit awards and discretionary increases in salary, of individual members of staff in professorial or equivalent grades earning below £125k per annum.

9. To review and approve annually policy on merit awards and discretionary increases in salaries for professorial and equivalent staff.

10. To receive an annual report on the travel and subsistence expenditure of members of the Executive and assurance that the scheme is operating effectively.

11. To report annually to the Council on the remuneration of all senior staff.

Membership

1. An external co-opted member of the Council, with appropriate expertise, appointed by the Council.

2. The Pro-Chancellor, *ex officio*.

3. The Treasurer, *ex officio*.

4. The Vice-Chair of the Council, *ex officio*. (Chair)

In attendance

1. The Vice-Chancellor

2. The University Secretary

Mode of Operation

1. The Committee is quorate if two external members of the Council are present, subject to the agreement of the Chair of the Committee if not in attendance.

2. The Committee will be chaired by an external member of the Council who is not the Chair of the Council.

3. The Vice-Chancellor will not be a member of the Committee and will not be present for any decision on his/her own remuneration or terms and conditions.

4. The University Secretary will not be present for any decision on his/her own remuneration or terms and conditions or those of the Vice-Chancellor.

5. No individual will be involved in deciding his or her own remuneration.

6. The Committee may engage, or co-opt additional members, to provide external independent expertise.

7. The Vice-Chancellor has authority to determine the salary on appointment of members of staff in professorial or equivalent grades but will consult the Chair and members as necessary.

Secretary: Chief People Officer

Working Secretary: Head of Reward and Benefits

REMUNERATION COMMITTEE

MEMBERSHIP LIST – UPDATED 21.01.2026

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1. An external co-opted member of the Council, with the appropriate expertise, appointed by the Council

   Nikki Humphrey — to 31.07.2027

2. The Pro-Chancellor, *ex officio*.

   Malcolm Sweeting — to 31.12.2026

3. The Treasurer, *ex officio*.

   Robert McCracken — to 31.07.2027

4. The Vice-Chair of the Council, *ex officio*. (Chair)

   Professor Dame Julia Goodfellow CBE, DBE — to 31.07.2026

Secretary: Vikki Matthews
Working Secretary: Jack Suttill

In attendance

1. The Vice-Chancellor

   Professor David Phoenix

2. The University Secretary

   Dave Hall