



Minutes Meeting of Senior Remuneration Committee

Date and time: Monday 14 October 2019, 12.00 – 2.00pm

Present: Mr Tony Pedder in the Chair
Mrs Alison Hope
Mr Richard Mayson
Ian Wright, Deputy Director of HR (Secretary)

In attendance: Suzanne Duke, Head of Reward (taking the minutes)

1.	Apologies and attendees Apologies were received from Mr John Sutcliffe. The Chair confirmed that the President & Vice-Chancellor was attending for agenda item 4 to discuss the performance against objectives of UEB members in 2018/19.
2.	Declaration of conflicts of interest No conflicts of interest were declared.
3.	Minutes of last meeting & matters arising The minutes of the meeting on 18 June 2019 were approved as an accurate record. The Committee noted that any matters arising were to be covered in the agenda of this Committee meeting.
4.	UEB Objectives 2018/19 – Review of performance and bonus recommendations – For discussion and decision <i>The President & Vice-Chancellor attended this item to discuss the performance and delivery of UEB members against their 2018/19 objectives.</i> The Committee discussed the delivery and performance of each UEB member in 2018/19 with the President & Vice-Chancellor. Input had also been provided ahead of the meeting from the Provost & Deputy Vice-Chancellor to support the discussion on the performance of her UEB direct reports with an associated bonus recommendation. The Committee also discussed and considered the performance and delivery of the University Secretary against his agreed objectives for 2018/19 given that the Committee had agreed at their October 2018 meeting that they should be responsible for reviewing the performance and determining the remuneration for this role going forward. Taking into consideration, the input and recommendations provided by both the Provost & Deputy Vice-Chancellor and the President & Vice-Chancellor, the Committee discussed and agreed bonus payments for each UEB member and the

	<p>University Secretary based on the delivery and achievements against their stretch objectives, in line with the Executive Bonus Scheme.</p> <p><i>The President & Vice-Chancellor exited the Committee meeting.</i></p> <p>The Committee assessed and considered the gender equality and gender bonus gap impact of their decisions made, noting that this year, the average bonus value agreed was higher for females than males.</p>
<p>5.</p>	<p>UEB Objectives and Executive Bonus Scheme</p> <ul style="list-style-type: none"> • UEB Objectives 2019/20 – For review and approval <p>The Committee discussed and approved the proposed objectives for each UEB member and the University Secretary for 2019/20. They requested that the objectives for each UEB member should be reviewed mid-year in line with the new Vision and Strategy, with any changes brought back to the Committee by its April meeting.</p> <p>The Committee agreed that each UEB member and the University Secretary should be invited to the Executive Performance Scheme for 2019/20 when confirming their agreed objectives. They noted that the objectives for the Vice-President (Research), the Chief Financial Officer and the Executive Director of Corporate Services would be developed on their appointment and shared with the Committee at its next available meeting for approval.</p> <ul style="list-style-type: none"> • Executive Performance (Bonus Scheme) – for approval <p>As agreed at their June meeting, an updated document detailing the Executive Bonus Scheme had been developed and was shared with the Committee for approval. The Committee requested that the clawback term be expanded to reflect the underpinning scheme rules, but otherwise approved the updated scheme document, including the proposal to re-name it to the Executive Performance Scheme. The document would be provided to individuals who were invited to participate in the scheme each year.</p>
<p>6.</p>	<p>President & Vice-Chancellor Objectives</p> <ul style="list-style-type: none"> • Objectives 2018/19 – Review of performance • Objectives 2019/20 – For review and approval • CUC Survey of Vice-Chancellor Remuneration <p><i>In line with the Committee's terms of reference and commitment to the HE Senior Staff Remuneration Code, the Chair of the Committee was rotated for this item to another Committee member.</i></p>

The Committee discussed the performance of the President & Vice-Chancellor in his first year in term, against his agreed objectives for 2018/19. The Committee noted that his objectives were completed, or on track, and agreed that they were extremely satisfied with his performance and delivery in his first year. The Chair agreed to provide feedback to the President & Vice-Chancellor.

The Committee reviewed the proposed objectives of the President & Vice-Chancellor for 2019/20. They noted that they were aligned to the proposed Vision and Strategy for the University. They requested that an additional success measure be added to ensure ongoing optimum communication between the University Executive Board and Council and the Chancellor is maintained on all relevant matters.

Subject to this change, the Committee approved the objectives, noting that they would be shared with Council on 25 November 2019.

The Committee reviewed the current position of the President & Vice-Chancellor's remuneration within the sector, as shown by the CUC Survey for Vice-Chancellor's remuneration. The Committee agreed not to make any changes to the President & Vice-Chancellor's remuneration at this point, but they would continue to review the President & Vice-Chancellor's salary annually and/or in line with the latest benchmarking information.

Senior Remuneration Publication Requirements 2018/19 (CUC & OfS):

- **Extract of senior remuneration section of Financial Statements (OfS) – For information**
- **Annual Remuneration Report & Statement (CUC) – For review and approval**
 - **Executive Reward Policy – For review and approval**
 - **External Activities Current Position – For information**

The Committee reviewed the senior remuneration reports which had been updated for 2018/19. This included:

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- an extract of the senior remuneration section of the University's Financial Statements for 2018/19 which had been prepared in line with the OfS Accounts Direction.
- an Annual Remuneration Report and Statement which had been updated for 2018/19 which reflected the University's ongoing commitment to the HE Senior Staff Remuneration Code as developed by CUC.

In relation to these reports, the Committee noted that:

- In line with the latest Accounts Direction from OfS, the pay multiple calculations (which show the difference between the remuneration of the President & Vice-

	<p>Chancellor and the median remuneration of the rest of the workforce), now included atypical workers who were paid on the University's payroll.</p> <ul style="list-style-type: none"> • The Executive Reward Policy had been updated to reflect the change in approach to Professorial Executive base pay that the Committee had agreed in their June meeting. • In line with the University's policy on External Activities and Income, the updated position on the President & Vice-Chancellor's external activities were detailed in the Annual Reward Statement. The Committee noted that the President & Vice-Chancellor did not receive any additional remuneration for these roles. <p>Subject to some minor amendments, the Committee approved the overall structure and content of the Remuneration Report and Statement and noted that it would be shared with Council at its meeting on 25 November 2019, prior to its publication, when Council would also review and approve the 2018/19 Financial Statements.</p>
<p>8.</p>	<p>Senior Remuneration FOI requests – For discussion</p> <p>The Committee reviewed a proposal developed by the University Secretary which aimed to provide some clarity and a framework for responding to future FOI requests for senior remuneration. This proposal included that many FOI requests could be responded to on the basis of information already published by the University in line with OfS and the CUC HE Senior Staff Remuneration Code, however, it recognised there was a need to provide clarity and a framework for requests which went beyond existing publication requirements.</p> <p>The view of the Committee was to support the proposal put forward, but agreed that the University Secretary should first engage with UEB members on the proposal, given that they would be directly impacted. They requested that the University Secretary discuss the proposal with UEB members, then feedback to the Committee.</p>
<p>9.</p>	<p>AOB</p> <p>The Committee had noted that their agreed delegated authorities on financial settlements and early retirement charges, as detailed in its terms of reference, still included the Chief Operating Officer who had now left the University. The Committee agreed to update their terms of reference to remove this role from the delegated authorities, given that there remained sufficient other delegated authorities including the Director of Human Resources.</p> <p>The Committee agreed that they would continue the established practice of engaging with the Student Union via its President on the content and outcomes of its quarterly meetings. The Secretary agreed to set up a meeting with the Chair and the President of the Student Union following this meeting.</p>

	<p>The Committee noted that they had formally approved by email, the remuneration packages of two recent UEB appointments, both the Vice-President (Research) and the Chief Financial Officer.</p>
10.	<p>Dates & times of next meetings:</p> <ul style="list-style-type: none">• Monday 24 February 2020, 12.00pm• Monday 27 April 2020, 12.00pm• Tuesday 23 June 2020, 9.00am



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President & Vice-Chancellor Objectives 2019/20

Personal Objectives	Key focus/success measures for 2019/20
<p>University Vision and Strategy: To complete development of the new Vision and Strategy for the University, to be presented for approval by Council in 2020. Conduct extensive staff and stakeholder engagement throughout the Strategy development process. Commence implementation of the Strategy across the University.</p>	<p>Council approval of new Vision and Strategy. Evidence of progress in implementation.</p>
<p>Advanced Manufacturing Research Centre (AMRC): To oversee the completion of the governance review of the AMRC, ensuring its continued success and contribution to the University and the region.</p>	<p>AMRC will be integrated into the University structures, with its management and governance regularised and aligned appropriately. Relationships with industrial partners will be strengthened and re-aligned where necessary.</p>
<p>University Profile and Stakeholder Engagement: To continue to develop internal and external communications and engagement that support and enhance the University's reputation as a globally leading research University, emphasising its strengths across areas and disciplines.</p>	<p>Internally, the focus will be on strengthening staff engagement and ensuring that the new Strategy is understood across the University. Externally, the focus will be on strengthening the University's reputation with key groups of stakeholders. This will include ensuring that ongoing optimum communication between the University Executive Board and Council and the Chancellor is maintained on all relevant matters.</p>
<p>International Strategy and Partnerships: Continue to ensure the development of the international strategy, identifying opportunities that will strengthen the University's position globally and enhance its reputation internationally.</p>	<p>Development of strong partnership with at least one carefully selected European University, to support continued engagement with the EU post-Brexit.</p>
<p>Local engagement: Continue to maintain a strong presence and visibility in the University.</p>	<p>Aim to visit each department at least once. Play a visible role in the Strategy consultation.</p>
<p>Fundraising: Develop and support the fundraising campaign, determining priorities and objectives.</p>	<p>Ensure that fundraising targets are met.</p>
Core Objectives	Key focus and success measures for 2019/20
<p>Student Recruitment: Work with UEB to increase the numbers, quality and diversity of home and international students.</p>	<p>Achieve home and international student recruitment targets and geographically diversify international student recruitment.</p>

<p>Research Excellence: Ensure that the University delivers on its ambition to be a world-leading research institution across all its disciplines.</p>	<p>Ensure effective preparation for REF, with strong central oversight. Enhance research performance and consolidate research income. Develop the Research Flagship centres and ensure they drive interdisciplinary research of the highest quality and impact.</p>
<p>Teaching Excellence: Ensure that the University delivers outstanding education, in the face of considerable uncertainty around TEF.</p>	<p>Maintain positive student engagement and satisfaction (consolidating the positive NSS outcome from this year). Accelerate the rollout of PLA, skills development and employability. Ensure the delivery of the programme and curriculum review.</p>
<p>Partnership & Engagement: Strengthen the University's role as an anchor institution for the city and the region. Continue to strengthen relationships with local and regional leadership.</p>	<p>The University's leading role in the development of the city region will become better understood and recognised. Continue to exert strong influence as a leading organisation in the city region.</p>
<p>One University: To foster a culture in which everyone is united around our shared vision, values and common purpose, and in which individuals are active participants and stakeholders in the success of the University.</p>	<p>Ensure the delivery of the new Planning Framework for faculties and departments. Continue to strengthen the relationship with the Student's Union. Ensure positive working relationships with campus trade unions and staff, effectively progressing local issues and avoiding industrial action whenever possible.</p>
<p>Change, sustainability and resilience: In the face of on-going uncertainty for the University and sector, ensure that the University is financially sustainable in the long term and ready to respond to change.</p>	<p>Ensure a smooth transition between the departing and incoming CFO, supporting their efficient and effective induction into the University. Ensure that the University is prepared to respond to changes relating to Brexit.</p>

In addition, I will continue to represent the University on various external bodies and fora. In 2019-20, I will continue to serve as:

- Chair of UCAS
- Director & Deputy Chair of the Russell Group
- Chair of the Board of Trustees of the UK Council for International Student Affairs (UKCISA)
- Board Member of the N8 Research Partnership
- Board Member of the White Rose University Consortium
- Director of the Worldwide Universities' Network (WUN)
- Director of Yorkshire Universities
- Board Member (co-opted) of the Sheffield City Region LEP (until October 2019)
- Member of Universities UK
- Member of the National Centre for Universities and Business (NCUB)
- Council Member of the All-Party Parliamentary University Group (APPUG)
- Member of the Experimental Psychology Society
- Trustee of the Sir Henry Stephenson Endowment Trust



Minutes Extraordinary Meeting of Senior Remuneration Addendum Committee

Date and time: Wednesday 23 October 2019, 5.00-5.30pm

Present: Mr Tony Pedder in the Chair
 Mr John Sutcliffe
 Mrs Alison Hope
 Mr Richard Mayson

In attendance: Rob Gower, Associate Director of HR
 David Swinn, Head of Governance (taking the minutes)

1.	Apologies Due to the late calling of the meeting apologies were not received.
2.	Declaration of conflicts of interest No conflicts of interest were declared.
3.	AMRC Update Members noted that the meeting had been convened to update the Committee of the recent developments at the AMRC which included the forthcoming departure and retirement of some senior members of staff. The Committee had requested to be kept updated on such matters due to the seniority of the individuals in question and the strategic importance of the AMRC to the University. The Committee were assured that University had adopted a strategic and commercial approach and response to the changes that was in the best interests of the University. They noted that a detailed communication plan was also in development, including internally and externally, both to key partners and local authorities. The Committee confirmed their support to the changes and plans in place.

