Introduction

The Remuneration Committee is responsible for overseeing and scrutinising the reward strategy of the University including reviewing and determining all aspects of the remuneration, benefits and conditions of employment of the Vice-Chancellor, and the remuneration and other financial benefits of the other members of the Senior Leadership Team taking account of affordability, comparative information on remuneration, benefits and conditions of employment in the University sector and elsewhere as appropriate, and developing an overall reward strategy and policy to cover the remuneration, benefits and conditions of employment of the senior employees of the University on Grade 11 and those who report directly to members of the Senior Leadership Team. The Committee's Terms of Reference are published on the University's website and are reviewed annually.

The Remuneration Committee is chaired by a lay member of Council and comprises independent lay members of Council who possess relevant knowledge and expertise. All Committee members and its Chair are appointed by Council on the recommendation of the Governance and Nominations Committee. All members are independent of the University. The Registrar and Chief Operating Officer, the Director of Human Resources, and the University Secretary attend meetings, and other senior officers including the Vice-Chancellor attend meetings as necessary. No members of staff are present when the Committee makes decisions on their reward. The Chair of the Committee regularly updates Council.

The Remuneration Committee ensures that it complies with the requirements of the CUC Higher Education Senior Staff Remuneration Code and meets the requirements of good governance.

In-line with the CUC Higher Education Senior Staff Remuneration Code, and to ensure a fair and transparent process, remuneration for members of the Senior Leadership Team, including the Vice-Chancellor, and their direct reports, Grade 11 (including Professional Services Directors and Professors) and Grade 10A colleagues is reviewed annually using a fair process which reflects the performance of each individual in the context of the University's performance.

In determining the remuneration awarded, the Remuneration Committee considers the University's approach taken to recognising performance for all roles in scope, and refers to sector benchmarking information provided from the Universities and Colleges Employer Association (UCEA) Senior Salary Survey and takes account of affordability and comparative information on the remuneration, benefits and conditions of employment in the University sector, and more widely where considered to be appropriate.

The CUC Higher Education Senior Staff Remuneration Code states that fair and appropriate remuneration is key to the success and development of the UK's HE sector, operating as it does in an intensively competitive global environment¹, and requires three key elements each of which is underpinned by several supporting principles:

1. A fair, appropriate and justifiable level of remuneration

Remuneration starts with a clear understanding of the responsibilities, context and expected contribution of a role and the attributes required to undertake that role effectively. Fair and appropriate remuneration then recognises an individual's contribution to their institution's success in that role and is sufficient to recruit, retain and motivate staff of appropriate calibre in the context

¹ The context the sector operates within is explored in greater detail at <u>The-Context-for-the-Higher-Education-Senior-Staff-Remuneration-Code Revised-November-2021.pdf</u>

of the market for that role, balanced with the need to demonstrate the achievement of value for money in the use of resources.

2. Procedural fairness

Procedural fairness requires remuneration to be set through a process that is based on competent people applying a consistent framework with independent decision making using appropriate evidence and assessing the value of roles, the context and individuals' performance in them

3. Transparency and accountability

The process for setting remuneration must be transparent. For senior post holders there must be an institutional-level justification for remuneration that relates to the competitive environment, the value of the roles and institutional performance. The remuneration of the Head of Institution must be separately justified, published and related to the remuneration of all staff within the organisation.

The key principles of the University's approach to Remuneration are as follows:

- The University must be able to recruit and retain high quality Academic and Professional Services leaders;
- Appropriate performance targets and incentives are set, and outcomes monitored for these leaders to develop the continued success of the University.

The Remuneration Committee makes decisions on salary awards which are merit and performance-related:

- The level of awards is decided by the Remuneration Committee, in the context of the overall performance of the University, and takes into account all relevant market data;
- All academics in scope are expected to make an annual submission for consideration to supplement performance data available within the performance development review process. Professional Services senior leadership in scope are considered by the Registrar and Chief Operating Officer and discussed at moderation prior to recommendations being made to the Remuneration Committee;
- The Chair of the Remuneration Committee has the authority to determine awards outside of the normal cycle in exceptional circumstances;
- The salary of, and other benefits paid to, the Vice-Chancellor, together with anonymised data on salaries above £100K, is published in the Financial Statements;
- Decisions are subject to equality impact assessment.

Remuneration 2024

National Pay Awards

In light of the University's current financial context, members of the Senior Leadership Team, including the Vice-Chancellor, did not receive a cost-of-living pay award in 2024/25.

Following collective pay negotiations conducted by UCEA on behalf of Higher Education Institutions, all other University colleagues received a cost-of-living salary increase of £900 on each pay point with effect from 1 August 2024, followed by a further uplift on 1 March 2025. The overall uplift was between 2.5% and 5.7%, with higher percentage uplifts for the lower points on the pay scale.

<u>Senior Staff Remuneration</u>

In light of the University's current Financial Sustainability Programme, the Remuneration Committee approved a recommendation from the Senior Leadership Team that the Remuneration cycle for 2024 for members of the Senior Leadership Team, including the Vice-Chancellor, Grade 11 (including Professional Services Directors and Professors but excluding Clinical Academics) and Grade 10A colleagues would not take place.

In previous years, however, the Committee has approved an approach for remuneration for members of the Senior Leadership Team, including the Vice-Chancellor, Grade 11 (including Professional Services Directors and Professors) and Grade 10A colleagues, which took account of the following:

- i. University Professorial Performance Curves²;
- ii. Financial Modelling (excluding the Vice-Chancellor);
- iii. Summary of the Senior Leadership Team, Directors and Associate Directors in scope for consideration for remuneration (excluding the Vice-Chancellor) and the impact of the recommended remuneration increases;
- iv. Detailed performance and remuneration recommendations for Professors, Academic Leaders, and Deputy Executive Deans.

Factors considered as part of previous performance reward proposals have included:

- a) performance in support of the institution's strategic objectives in areas such as Research; Teaching; Innovation and Engagement; Leadership and Management; Partnerships and external relations internationally, nationally and locally; and Major initiatives and projects;
- b) the size and complexity of the institution;
- c) the nature of the HE markets and issues of recruitment and retention;
- d) the institution's objectives in relation to the diversity of the workforce; and
- e) that some staff are on NHS salaries not determined by the university.

Data to support these indicators was drawn from:

- a) the Universities and Colleges Employer Association's Senior Staff Remuneration Survey;
- b) analysis of salary distributions.

Recognising the University's vision as a principled, purposeful and resilient University that balances excellent teaching with world-leading research and innovation in an environment which enables the University's students and colleagues to excel, alongside being valued globally as a trusted partner who is deeply committed to the region and proud to be a University for Wales, it is essential that the University offers a competitive remuneration package for its Vice-Chancellor role. This also recognises the number of University staff and students, and the diverse and complex nature of the organisation.

The Remuneration Committee is responsible for reviewing and determining all aspects of the remuneration, benefits and conditions of employment of the Vice-Chancellor, taking account of the breadth of leadership and financial responsibilities, and delivery against the University's strategic objectives. The Vice-Chancellor is not in attendance for, and does not play a part in, the discussions and decisions of his own remuneration.

In considering the Vice-Chancellor's remuneration package, the Remuneration Committee considers the organisational context, alongside the Vice-Chancellor's performance, general pay movement for all University staff, retention and any relevant market considerations, and is informed by internal benchmark data and salary benchmarking information with comparator universities.

The University has a formal performance development review process in place for all staff including the Vice-Chancellor. As part of this process, the Chair of Council meets with the Vice-Chancellor each year to review achievement against previously agreed objectives and to set objectives for the coming year. The Vice-Chancellor shares these objectives with Council together with the University's Annual Plan and institutional Objectives. In advance of the review meeting, the Chair of Council invites comments and

² Explanatory note: When assessing the performance of Professors, a committee of senior Academic leaders agree a rating (on a 4-point scale) for each Professor's performance. Higher performance results in a higher rating, and potentially a higher pay award. Typically, for example, we would not expect the majority of Professors to receive the highest performance rating, which is reserved for truly exceptional performance. The Performance curve shows the distribution of performance ratings across the Professor community and allows us to identify and explore any instances where the level of ratings is higher or lower than expected.

feedback on the Vice-Chancellor's performance from all Council members including staff and student members. The Chair of Council reports the outcome of the review to the Remuneration Committee.

This year, the Chair of Council reported that feedback from members of Council had been unanimously positive, that the Vice-Chancellor had demonstrated and provided strong strategic leadership, that some objectives had been achieved in full, good progress had been made in relation to others, noting that others were longer term and could not be achieved in a single year. Members again welcomed the approach to the Senior Leadership Team's (including the Vice-Chancellor) individual and team objectives, agreed by the Remuneration Committee, which set out institutional and personal objectives directly related to the University's Annual Plan and Objectives. Members also highlighted the Vice-Chancellor's wider involvement in key sector-wide issues which continues to raise the profile of the University, and which have a significant impact on the University.

While recognising the Vice-Chancellor's performance during this period, the Remuneration Committee, noting its previous decision that the Remuneration cycle for 2024 would not take place, did not approve any performance related pay. The Vice-Chancellor's Remuneration package is set out below. Emoluments of the Vice-Chancellor for years ended 31st July 2025 and 31st July 2024 (also see Note 7 of the financial statements section of the Annual Review 2025):

	2025	2024
	£000	£000
Salary	336	335
Accommodation allowance	18	18
Other taxable payments	-	14
Employer pension contributions	-	9
Total	354	376

The Vice-Chancellor no longer receives any benefits in kind. In addition to his salary, the Vice-Chancellor receives an accommodation allowance of £18k (2024: £18k) which increases annually by the Consumer Price Index specifically in relation to housing (CPIH). The Vice-Chancellor's salary was £336k for the year to 31 July 2025 (2024: £335k). The Vice-Chancellor is enrolled in the enhanced opt out arrangement within the Universities' Superannuation Scheme (USS).

The Vice-Chancellor, with the support of Council, took up the role of Chair of Jisc on 21 May 2021 and receives an annual remuneration of £15k (2024: £15k) in this capacity.

Since 2020, the Vice-Chancellor's remuneration has been restructured as illustrated below. The effect of this is that his total remuneration has increased by 1% over six years while the basic salary has increased by 15%. The increase in pension contributions on 2022 and 2023 reflects an increase in employer contributions to the enhanced opt-out section of the USS pension scheme. This does not enhance benefits but does have the effect of driving an increase in the pay ratio for total remuneration (see below):

	2020	2021	2022	2023 ³	2024	2025
Salary	293	303	297	323	349 ⁴	336
BIK	52	25	-	-	-	-
Accommodation allowance			15	16	18	18
Subtotal	345	328	312	339	367	354
Pension Contributions	6	6	17	20	9	-
Total	351	334	329	359	376	354

³ 2023 was the first year in which the Vice-Chancellor received a performance-based pay increase since joining the University in 2019.

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⁴ 2024 salary costs include other taxable benefits of £14k

Council on the recommendation of the Remuneration Committee approved the extension of the Vice-Chancellor's employment contract for a period of 5 years with effect from 1 August 2024, with no change to the terms of his basic salary or accommodation allowance.

Pay Ratios

The Vice-Chancellor's basic salary is 8.6 times the median pay of staff (2024: 9.4 times), where the median pay is calculated on a full-time equivalent basis for the salaries paid by the University to its staff. The Vice-Chancellor's total remuneration is 8.9 times the median total remuneration of staff (2024: 9.9 times), where the median total remuneration is calculated on a full-time equivalent basis for the total remuneration by the University to its staff. The median calculations include salaries part funded by the NHS.

Staff with a basic salary over £100k per annum

In 2025 there were 69 members of staff with a basic salary over £100k per annum (2024: 65). The Remuneration Committee considers any proposal for severance payments for senior members of staff and for staff earning a basic full time equivalent salary of more than £100k per annum.

Remuneration Committee Membership and Business 2024/25

Remuneration Committee Members who served during the year ending 31 July 2025 are listed below.

Member	Category	Attendance*
Mr Laurence Carpanini, Co-opted member of Council & Chair of the Committee	Lay	5/5
Mr Goi Ashmore, Pro-Chancellor & Chair of Council	Lay	5/5
Sir Roderick Evans, Pro-Chancellor (until 31 December 2024)	Lay	1/1
Mrs Nan Williams, Pro-Chancellor & Deputy Chair of Council (from 1 January	Lay	4/4
2025)		
Professor Edward David, Co-opted member of Council	Lay	5/5
Professor Kathryn Monk, Co-opted member of Council	Lay	1/5

^{(*}Attendance at meetings is expressed as the number of meetings attended out of a total of meetings the member was due to attend)

During 2024/25, the Committee held five meetings and considered the remuneration and benefits of the Vice-Chancellor, Senior Leadership Team and Directors positions, Annual Remuneration Statement 2024, Annual Pay Policy Statement, reward activities and approval routes, reports on the Real Living Wage, Gender Pay, promotions via the Retention of Exceptional Talent procedure, and severance arrangements within the scope of its remit, and high-level updates on the University's Financial Sustainability programme.