

# GOVERNANCE TERMS OF REFERENCE

## Remuneration

March 2021

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## **Purpose:**

The purpose of the Remuneration Committee is to maintain an oversight of the Trust's approach to remuneration and pay progression.

- The Remuneration Committee is a committee of the Board of Trustees and is authorised to make recommendations on items within its Terms of Reference or specifically delegated to it by its Board of Trustees.
- The Remuneration Committee is authorised to request any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer. However, the Remuneration Committee may not incur expenditure without approval of the Board of Trustees.

## **Membership and quorum:**

A minimum of three Trustees will constitute the Committee. As per Article 101 of the Trust's Articles of Association, additional members of the committee who are not Trustees may be appointed, but a majority of members must be Trustees.

No employee of the Trust shall be a member of the committee.

The Chair of the committee, will be elected annually from among the membership of the committee.

The quorum will be 2/3 of the appointed Trustees. Members of the committee who are not Trustees are not permitted to take part in any vote which is required.

## **Meetings:**

The Committee shall meet at twice a year usually in the Autumn and Spring Term; extra meetings may be called by the Chair as required.

## **Agendas:**

Agendas and papers shall be circulated to all members of the Committee (and for reference purposes to non-members in attendance) in advance of the meeting by the Clerk in consultation with the Chair of the Committee and the CEO. Minutes and papers of the Committee shall be available to all members of the Board of Trustees.

## **Minutes:**

Following approval by the Chair, draft minutes shall be circulated to the Committee by the Clerk within one week of the meeting, prior to inclusion in papers for the next full Governors' meeting.

## **Reporting and review:**

Decisions by the Committee shall be reported to the next meeting of the Board of Trustees through the Committee's draft minutes. The Board of Trustees is responsible for approving the Committee's terms of reference and shall review them annually.

## **Responsibilities:**

- 1) To consider, determine and keep under review a framework or policy for the remuneration, benefits and incentives of the Chief Executive Officer and such other members of the Executive Team as the Trust Board shall from time to time direct.

- 2) To seek evidence of the remuneration, benefits and incentives paid to senior executives in comparable employment within the commercial and voluntary sectors
- 3) To set the annual objectives of the Chief Executive Officer and undertake the corresponding annual performance review ensuring that at least one interim review is held during the annual cycle in line with the Staff Development and Review Policy.
- 4) To consider and review the annual outcome of performance reviews of the other senior executives, including Executive Principals and Principals
- 5) To make recommendations to the Trust Board as to the remuneration, benefit and incentives that should be paid to the Chief Executive Officer and such other senior executives with a view to ensuring that they are encouraged to enhance their performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Academy Trust and its progress towards fulfilling its objectives.
- 6) To make recommendations to the Trust Board as to the remuneration, benefits and incentives of newly appointed senior executives.
- 7) To determine the policy for and scope of pension arrangements, service agreements for senior executives, termination payments and compensation commitments.

#### **General**

- 8) To deal with any other matters relating to pay, appraisal and employment such as the outcome of annual appraisal processes within the academies and central services team.
- 9) To review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

#### **Policies**

##### **A. To agree and monitor statutory policies:**

- a) Pay Policy

##### **B. To ensure non-statutory policies are in place (including but not exclusive to:**



*Agreed by the Remuneration meeting dated:*

*Approved by the Board of Trustees at its meeting date:*