Terms of Reference of Executive Remuneration Committee

1. Version Control

Version	Date	Author/comment
Vn 1	23/10/20	GS
Vn 2	18/11/20	GS incorporating MB and TH amends
Vn 3	19/01/21	GS amend to add responsibility for pay of Headteachers/
V1	12/05/23	Trust Board approves following post-merger review
V2	19/11/24	Annual Review
V2a	19/11/24	AT updates re committee name and responsibility for determining pay, rather than recommending to Trust Board. Updates to job titles and terminology.
V3	2/3/26	AT minor updates to include CEO attends by invitation.
V3	9/10/26	No changes

Terms of Reference of Executive Remuneration Committee

In accordance with Articles 105 and 137 of the Articles of Association, the Board of Trustees has established an Executive Remuneration Committee. The Board of Trustees delegates authority to the Executive Remuneration Committee to act in accordance with the approved Terms of Reference as stated below.

The Terms of Reference of the Trust's various committees, along with the Articles, the Scheme of Delegation and the trust's policies issued from time to time form the framework by which the trust is governed and managed, and in particular:

- how the trustees ensure compliance with the various statutory and regulatory requirements placed upon them
- the relationship between the trustees, the Local Governance Committees, the Executive Leadership Team, and (in the case of Church Academies) the local Diocese
- how the trustees, local governors and the executive team work together effectively

These Terms of Reference may be amended at any time by decision of the Trustees.

Terms of Reference of Executive Remuneration Committee

PURPOSE
1. The overall purpose of the Executive Remuneration Committee is to: a. 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; b. in determining that framework or policy, to comply with all relevant requirements set out in the Academy Trust Handbook and to take account of associated guidance, including the trust's Executive Remuneration Policy; c. to seek evidence of the remuneration, benefits and incentives paid to senior executives in comparable employment within the education, commercial and voluntary sectors; to determine the remuneration, benefit and incentives that should be paid to the Chief Executive Officer and such other senior executives (including members of the Executive Leadership Team with a view to ensuring that they are encouraged to enhance their performance and are, in a fair, equitable and responsible manner, rewarded for their individual contributions to the success of the trust and its progress towards fulfilling its objectives; d. to determine the policy for and scope of pension arrangements, service agreements for senior executives, termination payments and compensation commitments; to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

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MEMBERSHIP
1. The Committee shall be made up of four trustees who hold the positions of Chair of the Trust Board, Chair of People, Chair of Finance and Estates and Chair of Audit & Risk or their nominated representative (who shall be a trustee). The lead professional supporting the committee is the Chief People Officer 2. The Committee Chair shall be the Chair of the Trust Board. 3. The Committee may obtain advice from an external consultant where required. 4. The trust Governance Professional will provide clerking support for the Committee. 5. The Chief Executive Officer may attend via invite to input to the discussions but will not be a voting member.

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CONSTITUTION
1. **Frequency of meetings:** The Committee shall normally meet annually. Additional meetings may be arranged as required. 2. **Quorum and Voting:** a. The quorum shall be two trustees. b. For every matter that requires a decision, the Chair should encourage discussion of the pros and cons of the various options with a view to reaching a consensus. Where, after adequate discussion, the meeting has reached a clear consensus, the Chair should summarise the position which must be formally recorded as a decision in the minutes. Where a consensus is not possible or not clear, the Committee may wish to reach a decision through a formal vote, with the Chair having the casting vote if necessary. For matters of major significance or where some individuals could be influenced by others, consideration should be given to conducting a secret vote. The outcome of any vote must be recorded in the minutes. 3. **Terms of Office:** The terms of office of the members shall be co-terminus with their term as Chair of the relevant Board committee. 4. **Integrity and Openness:** a. Committee members must comply with the trust's Code of Conduct and policy on conflicts of interest.