



Terms of Reference 2025-26 Remuneration Committee (Rem Co)

1. Purpose

The committee is responsible for determining the terms and conditions and levels of remuneration and benefits of the Trust senior executive employees; the Chief Executive Officer (CEO), Chief Finance Officer (CFO), College Principals, Director of Human Resources (HR) and Governance Professional to the Trustees (GP), and making a recommendation to the Trust Board.

2. Membership

- 2.1 The Committee shall comprise at least three members, all of whom shall be Trustees. Members of the committee shall be appointed by the Board.
- 2.2 Only members of the committee have the right to attend meetings, however, other individuals such as the Trust CEO (who cannot attend the committee meetings even if appointed as a Trustee), the Chair of each Local Governing Body (LGB), the Director of HR and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 2.3 The Board shall appoint a Remuneration Committee (Rem Co) Chair. In the absence of the committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to Chair the meeting. The Chair of the Trust Board may serve on the committee but shall not act as Chair.

3. Secretariat

- 3.1 The Governance Professional to the Trustees (GP) or their nominee shall provide the secretariat for the committee and will ensure that the committee receives data/information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 3.2 The GP will withdraw from the meeting if/where his/her remuneration or terms and conditions are for discussion. If the GP (or their nominee) is absent or required to withdraw from any part of the meeting, one of the committee's members shall minute proceedings.

4. Meetings and Quorum

- 4.1 The quorum necessary for the transaction of business shall be three Trustees.
- 4.2 The Committee shall meet at least once a year and otherwise as required.
- 4.3 The Committee shall report upon the business transacted at its meeting to the next scheduled confidential Trust Board meeting.

5. Responsibilities

The Committee shall:

- 5.1 Have responsibility for determining the pay policy for the CEO, the CFO, the College Principals, the Director of HR, and the Governance Professional to the Trustees (GP), and for making a report and pay recommendation to the confidential Trust Board for approval. No postholder shall be involved in any decisions as to their own remuneration.

- 5.2 In determining such policy, take into account all factors it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the Academy Trust Handbook, and the DfE issued guidance 'Setting executive salaries: guidance for academy trusts' and the Association of Colleges (AoC) Senior Staff Remuneration Code.
- 5.3 Monitor the level and structure of remuneration for the CEO, the CFO, the College Principals, the Director of HR, and the Governance Professional to the Trustees (GP).
- 5.4 When setting pay policy for the CEO, the CFO, the College Principals, the Director of HR, and the GP, review and have regard to pay and employment conditions across the MAT, especially when determining annual salary increases.
- 5.5 Review the on-going appropriateness and relevance of the pay policy, and other policies (grievance, disciplinary etc) relevant to the CEO, the CFO, the College Principals, the Director of HR, and the GP.
- 5.6 Within the terms of the agreed policy determine the total individual remuneration package for the CEO, the CFO, the College Principals, the Director of HR, and the GP.
- 5.7 Obtain reliable, up-to-date information about remuneration in other MATs of comparable scale and complexity. The committee shall have full authority to appoint consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the MAT, but within any budgetary restraints imposed by the Board.
- 5.8 Approve the design of, and determine targets for, any performance-related pay schemes operated by the MAT and approve the total annual payments made under such schemes.
- 5.9 Oversee any major changes in employee benefits structures throughout the MAT.
- 5.10 Agree the policy for authorising claims for expenses from the CEO, the CFO, the College Principals, the Director of HR, and the GP.
- 5.11 The committee is authorised by the Board to obtain, at the MAT's expense, outside legal or other professional advice on any matters within its terms of reference.

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Board approved July 2025