



MOWBRAY

Education Trust

Terms of Reference – Remuneration Committee

Document Type	External
Last Revision Date	September 2019
Next Revision Date	September 2020
Owner	Company Secretary & Clerk to the Board
Author	Company Secretary & Clerk to the Board
Version	V1
Status	Approved by Trust Board on 4 th September 2019

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1. Role of the Remuneration Committee

To determine the remuneration, grading pay and conditions of service for the holders of senior posts, having regard to:

- Offering fair pay to attract and keep appropriately qualified staff to lead, manage, support and deliver the Trust's aims;
- affordability including pension implications;
- best practice in determining senior pay in the public and private sectors;
- pay and employment conditions in the sector including national benchmarking data;
- performance against agreed targets over the previous year.

To oversee the performance management arrangements for senior postholders in line with the Trust's established annual cycle, to make recommendations for payment with effect from September each year (executive teaching posts) and the following April of each year (senior support staff).

To establish clear, transparent and measurable objectives for senior postholders following discussion between the Chair of the Board and the CEO to facilitate the monitoring of progress and performance.

To notify the Board of these agreed objectives and to recommend to approve pay awards and terms and conditions for senior postholders.

The senior posts which are within the scope of the remit of the Remuneration Committee are as follows (subject to review by the Trust's Board): Chief Executive Officer, Executive Head teacher, Group Operations Manager, Chief Financial Officer, Company Secretary & Clerk to Board.

2. Membership

Members of the Committee are appointed by the Board, on the recommendation of the Chair and Vice Chair in consultation with the Chair of the Remuneration Committee. The Committee is made up of at least three members.

All voting members of the Committee should be Trustees, at least one of whom should have recent and relevant strategic experience of human resources and be professionally qualified. The Chair of the Board and employees of the Trust may not be a voting member of the Committee.

The Chair of the Remuneration Committee is a Trustee of the Mowbray Education Trust with recent and relevant Human Resources experience at a senior professional level. The Chair of the Committee is appointed by the Board with a two-year tenure.

Only members of the Committee have the right to attend committee meetings and vote. However, other individuals such as the Chair of the Board, the Chief Financial Officer, the Group Operations Manager, the Group HR Manager, other Trustees and external HR advisors may be invited to attend all or part of any meetings as and when appropriate, but they may not assume the role as a member of the Committee.

The Chief Executive Officer (CEO) may attend the Committee meetings as a member only when remuneration or performance of the CEO is not being considered.

Appointments to the Committee are for a period of up to four years, which may be extended for two further four-year periods, provided the Trustee remains independent.

The Board appoints the Committee Chair, who is an independent (not a governor of a School Advisory Committee (SAC) or Trustee of a partner academy) Trustee. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present elect one of themselves to chair the meeting.

3. Clerk

The Clerk to the Trust or their nominee acts as the Clerk of the Committee.

4. Quorum

The quorum necessary for the transaction of business is three.

5. Frequency of meetings

The Committee meets twice in a financial year at appropriate times in the performance management and pay reporting cycle, and otherwise as required. The Board reserves the right to change the meeting pattern and its frequency. The current meeting pattern is designed to enable the Committee to consider remuneration of the Trust's executive team, in October (teaching staff) and March (senior support staff), in keeping with standard review and reporting mechanisms and timeframes.

6. Notice of meetings

Meetings of the Committee are convened by the Chair of the Remuneration Committee at the request of any of its members, or at the request of any of those individuals referred to above.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, is forwarded to each member of the Committee and any other person attending, no later than five working days before the date of the meeting. Supporting papers are sent to committee members and to others as appropriate, at the same time or as soon as practicable thereafter.

7. Minutes of meetings

The Clerk minutes the proceedings and resolutions of all meetings of the Committee and records the names of those present.

The Clerk ascertains, at the beginning of each meeting, the existence of any conflicts of interest and minutes them accordingly.

Minutes of committee meetings are circulated promptly to the Chair of the Remuneration Committee for agreement and then to all members of the committee. Once the minutes have been agreed, they should be issued to all members of the Board. This process should be expedited using email and achieved within ten working days.

8. Annual General Meeting

The Chair of the Committee attends the Annual General Meeting prepared to respond to any stakeholder questions on the Committee's activities.

9. Duties

The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group, as appropriate.

It should ensure compliance with the provisions of the Articles of Association and the Funding Agreements and ensure compliance with the Academies Financial handbook. It should also ensure compliance with the Trust's Pay Policy.

10. Financial reporting

The Committee reports its activity to the Board, on which members of the Finance & Audit Committee sit. The Finance & Audit Committee reviews summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price-sensitive nature.

The Remuneration Committee notes the role of the Finance & Audit Committee and is mindful of decision making which takes into consideration risk management, compliance with the Trust's accounting practices and the premise of informed decision making based on the Trust continuing to be a going concern with a balanced annual budget.

11. Whistle-blowing

The Committee abides by the company's arrangements for its employees and governance volunteers to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee ensures that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action.

12. Reporting responsibilities

The Committee Chair reports formally to the Board on its proceedings after each meeting. The Committee makes whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. The Board reserves the right to overturn or defer any preliminary decision relating to pay which the Remuneration Committee proposes, based on affordability or in instances where the appropriate due process has not been followed.

13. Other matters

The Committee:

- Has access to sufficient resources in order to carry out its duties, including access to the clerk to the trust for assistance as required;
- is provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- gives due consideration to laws and regulations and the provisions of the UK Corporate Governance Code;
- oversees any investigation of activities that are within its terms of reference and acts as a court of the last resort; and
- at least once a year, reviews its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommends any changes it considers necessary to the board for approval.

14. Authority

The Committee is authorised:

- To seek any information it requires from any employee of the company in order to perform its duties;
- to obtain, at the company's expense, outside legal or other professional advice on any matter within its terms of reference; and
- to call any employee to be questioned at a meeting of the Committee as and when required.