



# TERMS OF REFERENCE

## Governance & Remuneration Committee

## Role of the Governance & Remuneration Committee

The Board of Trustees sets and approves the terms of reference for each of its constituted sub-committees and for any short-term working groups. All terms of reference are reviewed annually by the Board.

The Trust Board's three core governance functions are:

1. Ensuring clarity of vision, ethos and strategic direction
2. Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of its staff.
3. Overseeing the financial performance of the organisation and making sure its money is well spent.

The Governance & Remuneration Committee is one of the Trust Board's constituted sub-committees. The Trust Board retains overall accountability for the governance functions referenced above, however it delegates some authority to the Governance & Remuneration Committee, as outlined in the Scheme of Delegation.

### Authority

The Committee reports into the Trust Board formally – the Committee Chair and executive team attend Board meetings to report on the strategic matters discussed at the Committee and provide an update on its annual plan of work.

The Board reserves the right to direct the Committee to investigate or review specific matters and to ask the Committee to convene more regularly should the need arise. If the Committee considers it needs to revise its meeting pattern over a sustained period of time, the Committee Chair should feed this into the Board to instigate a review.

It is expected that the Governance & Remuneration Committee will work closely with each of the Trust's governance bodies across the governance model, and will work closely with those employed by the Trust as governance professionals (members of the Clerking Team).

It is anticipated that the Committee will work with the Audit, Finance & Resources Committee with regards to benchmarking executive pay and the affordability of salary increases for any Trust- appointed positions. It is also expected that the Committee will work with the Quality of Education Committee, (which in turn oversees the work of the Curriculum and Performance Scrutiny Panels), with a view to determining the effectiveness and impact of the Trust's governance practices on delivering and developing high quality education across the Trust.

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.

### Purpose

To focus on matters relating to:

- Trust governance – policies, structure, capacity, effectiveness and impact
- Governance Search – responsibility for succession planning and recruitment of governance volunteers
- Performance review and remuneration of senior executive team, including but not limited to;

- Chief Executive Officer
- Chief Financial Officer
- HR & Operations Director
- Director for Curriculum
- Director for Quality of Education & QA
- Director for Outcomes
- Performance review of the Chair and Deputy Chair of the Trust Board & Senior Independent Director
- Performance review of the Governance Manager/Clerk to Board (who shall absent themselves from the part of a meeting at which their own performance or remuneration is discussed).

### **Core duties**

The Committee should carry out the duties below for the Mowbray Education Trust, and its subsidiary Mowbray Education Trust Services Limited, as appropriate.

### **Governance**

- To shape and develop governance across the Trust in conjunction with the Governance Manager & Clerk to Board, producing an annual plan of work for the committee
- To evaluate the effectiveness of governance, including that of the Board and its sub-committees, on a rolling basis
- To determine whether Members have access to data they require in order to hold the Trust Board to account effectively
- To develop a training and development programme for governance volunteers and professionals
- To instigate succession planning and an active pipeline of potential professionals, especially for key Trust Board roles, whether internal to the current Board and/or external professionals
- To evaluate the performance of the Chair of the Trust Board and the Deputy Chair & Senior Independent Director, through a 360 degree appraisal
- To review the Board Chair and CEO's performance review of the Governance Manager & Clerk to Board
- To consider and approve governance related policies and procedures and make any recommendations to the Board

### **Governance search and recruitment**

- To undertake governance search activity with a focus on open recruitment and bringing into the Trust governance volunteers with specific skills, experience and knowledge
- To ensure at least one member of the Committee has been trained in safer recruitment
- To ensure governance volunteers are recruited within safer recruitment procedures

### **Development of governance volunteers and professionals**

- To undertake a governance skills analysis on a rolling basis, identifying any knowledge and skills gaps, with a view to building capability within the existing membership and informing targeted recruitment
- To oversee the Trust's induction programme for governance volunteers
- To agree a programme of in-house and external training and development opportunities for governance volunteers and professionals
- To ensure outcomes from the clerking team's performance reviews, as well as targets are shared and critiqued

### **Risk Register**

- To review risks identified by Risk Owners, specifically in relation to governance (scope of risks, assignment of risk ratings)
- To explore any areas of identified risk that are of concern and plan mitigation to ensure a robust governance model is in operation

## Internal and external audit

- To review and monitor management's responsiveness to the findings and recommendations of group review and audit, specifically in relation to governance matters
- To oversee the completion of the Trustees' Report, submitted alongside the annual report

## Performance review and remuneration of senior executive roles

- To recommend to the Board the remuneration, grading, pay and conditions of service for the holders of senior posts, listed under 'Purpose' 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.

## Membership

Members of the Committee are appointed by the Trust Board.

Membership of the Committee shall be capped at ten.

There will be a minimum of four serving Trustees serving as voting members of the Committee, one of which should be the Deputy Chair & Senior Independent Director.

Members serve a tenure of four years.

The Committee Chair will be a serving Trustee from the Trust Board and will be nominated from amongst the four Trustees and approved by the Trust Board. The Chair's tenure will be for four years.

The Committee is facilitated by the Chief Executive Officer (CEO) and the Governance Manager & Clerk to Board, who will guide and advise the Committee Chair. The CEO and Governance Manager & Clerk are Observers and hold no voting rights. The CEO will absent themselves from any discussions relating to their own performance and remuneration. The Governance Manager & Clerk to Board will absent themselves from any discussion about their own performance.

The Director of HR & Operations may attend Committee meetings to present on matters relating to performance management and senior executive pay, but will have no voting rights and will absent themselves when their own performance and remuneration, and that of their peers is discussed.

The Chair of the Board may not be a voting member of the Committee to ensure separation of responsibilities.

The Committee reserves the right to invite Observers to the Committee meeting where their testimony, evidence or perspective is required to add value to a tabled discussion item. Observers may include the Chairs of the other Board sub-committees and Scrutiny Panels, or members of the wider clerking team, where appropriate.

On occasions when the Chair is unable to attend meetings, members of the Committee who are Trustees, will nominate a Chair from within their number.

## Clerk

The Clerk to the Trust Board (or their nominee) acts as the Clerk of the Committee, offering a secretariat service. The Clerk will work with the Chair and the executive team lead, to plan the agendas. The

Committee will have an annual planner of tabled agenda items. Additions to the agendas will be authorised by the Chair, in conjunction with the executive team lead.

### **Quorum**

The quorum necessary for meetings is five, of which three must be Trustees.

It is a requirement of all Committee members that they respond to meeting invitations to confirm their attendance or confirm they will be absent, in advance of a meeting.

This enables the Chair and the Clerk to determine whether the meeting can take place because the minimum quoracy level has been reached. On occasions where quoracy levels cannot be reached, an alternative meeting date will be scheduled.

### **Frequency of meetings**

The Governance & Remuneration Committee convenes **three times** during an academic year, once in the autumn and then again in the spring. This is to coincide with the release of the teaching staff pay award (autumn) and the support staff pay award (spring).

The Trust Board reserves the right to ask the Committee to convene additional meetings if there are substantive matters which are critical or urgent, or where government policy directives will impact on governance or the remuneration of senior executives. The Committee may ask the Board if it can convene more regularly when it has urgent or substantive matters to discuss outside of the standard meeting cycle.

### **Notice of meetings**

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 will be made available to committee members and to others as appropriate, at the same time or as soon as practicable thereafter, via the medium of the online governance portal, Trust Governor, due to confidentiality and sensitivity of papers. The Committee will have an annual planner of tabled agenda items. Additions to the agendas will be authorised by the Chair, in conjunction with the executive team lead.

### **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 for agreement and then to all members of the Committee. Once the minutes have been agreed, they are available to all members of the Committee. This process should be achieved within ten working days.

A standing item on every agenda will focus on Communications. The Committee will be mindful of the RASCI requirements outlined in the Scheme of Delegation (Responsible, Accountable, Supported, Consulted and Informed) and on the basis of the meeting proceedings, they will indicate what needs to be cascaded on, in what format, to whom, and by whom. The Clerk and the executive team lead will guide the committee in this regard. If matters are sensitive or could have an impact on the reputation and standing of the Trust, the committee must refer the communications needs to the Clerk to Trust Board, who also fulfils the role as Company Secretary. The post holder will then advise, support or refer on, as required.

### **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. This is the annual meeting of the Trust's Members, who have a responsibility for ensuring that the Board of Trustees (and therefore its sub-committees and any other constituted elements of its governance structure) are effectively delivering on the Trust's charitable objects.

### **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.

There is a requirement for the executive team lead and the Chair of the Committee to adhere to agenda planning schedules for the Board or other Board sub-committees where appropriate, when compiling reports which will be tabled at these respective meetings. The Clerk to the Board will advise on agenda planning and paper submission deadlines, and the clerking team will manage the information flow across the structures. Committees are kindly asked to note that without their timely adherence to the schedule the capacity for other governance structures to be effective, is diminished.

The Members may request information from the Committee on an extraordinary basis, via the Clerk to Board, should they need an evidence base on which to determine if the Trust Board is effectively dispensing its duties and performing its core functions.

The Board has a responsibility to report on matters down to the Committee.

### **Functional Relationships**

The Committee will need to foster and develop relationships with:

- the Members, via the Annual General Meeting
- the Trust Board
- the clerking team
- the Company Secretary
- the CEO
- the Executive team
- members of the Central Team focusing on risk
- Chairs of Board sub-committees
- Chairs of Scrutiny Panels
- Head teachers/Heads of School

## Regulation, legislation and abiding to the Trust's internal policies

Though not an exhaustive list, Committee members are asked to note and abide by:

- The legal duties of charity trustees (Charity Commission)
- The legal duties of company directors, under the Companies Act of 2006 (Companies House)
- The UK Corporate Governance Code (Financial Reporting Council)
- The Directors' Code of Conduct (MET)
- Payment to Trustees Policy (MET)
- The Equalities Act, 2010
- The Education Act, 2002
- The Data Protection Act, 2018
- Declaration of Business and Personal/Familial Interests (MET)
- Whistleblowing Policy (MET)
- Complaints Policy (MET)
- School Teachers Pay and Conditions Document (STPCD)
- Support Staff Pay & Conditions National Education Union (NEU) Agreements

## Best practice governance

MET's Trust Board, and its delegated committees, Scrutiny panels and working groups aspire to meet the best practice guidance set down in the Governance Handbook, the Governance Competency Framework, the Academies Financial Handbook, the funding agreement, the Chartered Institute of Personnel Development and the ongoing advisory guidance provided by Leicestershire's Governor Support and Development Service, The National Governance Association, and the Confederation of School Trusts.

The Committee:

- has access to sufficient resources in order to carry out its duties, including access to the clerk and to the Trust for assistance as required;
- 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;
- 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.

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