

Terms of Reference - Remuneration Committee

Membership:	The Remuneration Committee is a sub-committee of the Board of Trustees and it acts under delegation authority from the Board of Trustees. The Committee will consist of the Chair of the Board of Trustees and two other elected Trustees from the Board of Trustees.
Chair:	The Chair will be elected from this membership on an annual basis.
Quorum:	The Committee quorum will be three members
Clerk	Meetings of the Remuneration Committee will be minuted by the Governance Manager
Frequency	The Committee shall meet as required, at least once a year.
Method of Reporting	The Remuneration Committee is a sub-committee of the Board of Trustees and its minutes will be circulated to the Board.
Overall purpose	The purpose of the Remuneration Committee is to make decisions on behalf of the Board of Trustees on all aspects of remuneration for the three senior post holders – Chief Executive Officer (CEO), Chief Finance Officer (CFO) and Chief Operations Officer's (COO's)- pay and conditions and to set the 'pay framework' for other senior executives within NCLT (as detailed within a senior pay policy). The Committee will be informed in writing following a robust performance review process. A report will be provided from those who conducted the relevant review, as below: Performance review regarding the CEO is carried out by the Chair of the Board, and two other elected Trustees from the Board of Trustees. As and when necessary, the Board may appoint an external advisor. Performance reviews relating to the CFO and COO is carried out by the CEO.

Requirements from the Academy Trust Handbook	Academy trusts are both charities and companies limited by guarantee and must operate to further the trust's educational charitable purpose. They are accountable to the Education and Skills Funding Agency (ESFA), the Secretary of State for Education as principal regulator, and the communities they serve for the education they provide to pupils. It is essential that we have the best people to lead our schools, but at the same time, it is important that salaries: • can be justified and are in the best interests of the charity • reflect the individual's responsibilities • demonstrate value for money Academy trusts are free to set their own salaries for staff. This places an even greater responsibility on the Board to ensure that the use of public money represents the best value for money, and that decisions are underpinned by the 7 principles of public life. The Academy Trust Handbook details the Board's responsibility around executive pay as below: Setting executive pay 2.27. The board of trustees must ensure its decisions about levels of executive pay (including salary and any other benefits) follow a robust evidence-based process and are a reasonable and defensible reflection of the individual's role and responsibilities. No individual can be involved in deciding their remuneration. Decisions about executive pay may be challenged by DfE. 2.28. The board must discharge its responsibilities effectively, ensuring its approach to, and levels of, pay and benefits is transparent, proportionate and defensible. This must be documented in an agreed pay policy, which sets out the process for determining executive pay and includes: • independent scrutiny by the board • robust decision-making that demonstrates justifiable pay • proportionality – that pay and benefits represent good value for money and are defensible relative to the public sector market
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	• documented decision-making with rationale and approval by the board • a basic presumption that executive pay and benefits should not increase at a faster rate than that of teachers, in individual years and over the longer term
Attendance	The Committee may invite the three senior post holders to attend part of the meeting to allow Committee members to ask any questions about their role and responsibilities which in turn will facilitate the decision-making process on remuneration. The Senior Post holders will withdraw at the request of the Chair once the discussion moves onto that in which they have or may have material interest. The Committee may invite the Chief People Officer to attend the meeting in order to provide information and advice in relation to benchmarking of public sector salaries and other advice as is required.