The Thinking Schools Academy Trust (the Trust)

Terms of Reference

Remunerations Committee

1 Constitution

1.1 The board of directors (the **Directors**) of The Thinking Schools Academy Trust (the **Trust Board**) hereby resolves to establish a committee of the Trust Board to be known as the Remunerations Committee (the **Committee**).

2 Membership

2.1 The Committee shall have a minimum of three members. All Committee members must be Directors of the Trust Board.

2.2 The Committee's current members are:

2.2.1 Gerard Newman *(Chair of Board of Trustees)*
2.2.2 Krysia Butwilowska *(Chair of Quality of Education Committee)*
2.2.3 Ashley Hall *(Chair of Operations Committee)*
2.2.4 David Glassey *(Chair of Finance Committee)*
2.2.5 Kyle Taylor *(Chair of Audit & Risk Committee)*
2.2.6 Vacancy *(Chair of People Committee)*

2.3 In attendance will be:

2.3.1 The CEO *(other than when their own renumeration is being discussed)*
2.3.2 The Deputy CEOs *(other than when the CEOs/their own renumeration is being discussed)*

2.4 Subject to paragraph 2.4, the Committee shall at the first meeting of each academic year, elect a member to act as chair of the Committee (the **Chair**). The Committee will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

2.5 No person may act as Chair under paragraph 2.3 unless they are also a member of the Trust Board. Due to their role in the CEO appraisal process, the Chair of the Board of Trustees is not eligible to Chair this Committee.

2.6 The Chair shall ensure that a clerk is provided to take minutes at meetings of the Committee.

2.7 The Committee may invite attendance at meetings from persons who are not Directors or Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote. Attendees may include external professionals to share benchmarking data, the People Director and the Finance Director.

3 Remit and responsibilities of the Committee

3.1 The Committee shall be responsible for the matters set out in the Schedule.

4 Proceedings of Committee meetings

4.1 The Committee will meet as often as is necessary to fulfil its responsibilities but at least once a year.

4.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

4.3 The quorum for the transaction of the business of the Committee shall be a majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Directors of the Trust.

4.4 Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the members present and voting on the matter.

4.5 Each member present in person shall be entitled to one vote.

4.6 Where there is an equal division of votes the Chair shall have a casting vote.

4.7 A register of attendance shall be kept for each Committee meeting and published annually.

5 Authority

5.1 The Committee is authorised by the Trust Board to:

5.1.1 carry on any activity authorised by these terms of reference; and
5.1.2 seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

6 Reporting Procedures

6.1 Within 14 days of each meeting the Committee will:

6.1.1 produce and agree minutes of its meetings;
6.1.2 provide a summary document identifying (i) recommendations to the Trust Board, (ii) any items for the information of the Trust Board and (iii) items for further discussion by the Trust Board.

(together called the "**Committee Reports**").

6.2 The Committee Reports can be agreed by Committee members by email.

6.3 The Committee Reports will be sent to the Trust Board within 21 days following each Committee meeting.

6.4 The Committee shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.

6.5 The Committee shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

Schedule

Responsibilities of the Remunerations Committee

1 Oversee the Trust's approach/principles to executive pay and reward and ensure this is in line with the Trust Policy and expectations/requirements set by the Academy Trust Handbook.

2 To take part in the Executive appraisal process.

3 To review appraisal/performance information regarding all 'Executives' within the Trust, presented by Deputy CEO, CEO and Chair of the Board. This would relate to agreeing performance judgements and would be evidence-led.

4 To review pay proposal information regarding all 'Executives' within the Trust presented by Deputy CEO, CEO and Chair of the Board. To consider the application of the Executive Pay Policy, affordability and rationale. This should include both cost of living and pay progression.

5 To review pension arrangements and any other benefits afforded to all 'Executives' within the Trust.

6 To commission benchmarking of Executive Pay as deemed appropriate by the Committee.

7 To ensure that the process for reviewing Executive Pay is transparent, proportionate and defensible.

8 To produce recommendations regarding Executive Pay to the full Trust Board for approval.

9 To review and approve the Executive Pay Policy.

10 To ensure no Executive/Directors/CEO/Deputy CEO is involved in any decisions as to their own remuneration.

11 To approve appropriate remuneration and benefits packages for any new and existing Executive appointments.

12 Having regard to the charitable status of the Trust and in recognition of the fact the Trust receives funding under a funding agreement with the Secretary of State for Education, to ensure the remuneration or other sums paid to a Executive do not exceed an amount that is reasonable in all the circumstances.

13 Reviewing or investigating any other matters referred to the Committee by the Trust Board.

14 Drawing any significant recommendations and matters of concern to the attention of the Trust Board.