

## Remunerations Committee

### Terms of Reference for Brooke Weston Trust (2023/24)

#### 1. Constitution

- 1.1 The Brooke Weston Trust (the “Trust”) is governed by a Board of Directors (the “Directors” or “Trustees”) which is responsible for, and oversees, the management and administration of the Trust and its Academies.
- 1.2 As provided by Articles 100-104 of the Articles of Association, the Directors:
  - i. may appoint separate committees to be known as Local Governing Bodies for each Academy; and
  - ii. may establish any other committee
- 1.3 The Board of Directors of Brooke Weston Trust hereby resolves to establish a committee of the Trust Board to be known as the “**Remunerations Committee**”.

#### 2. Membership

- 2.1 The Committee shall be comprised of at least three members and a maximum of five members. A majority of the Committee members must be Directors of the Trust Board.
- 2.2 The appointment of members to the Remunerations Committee shall be approved by the Board of Directors.
- 2.3 There is no restriction on the number of terms a committee member may serve, with renewal subject to the discretion of the Board. Each term will have a duration of 4 years.
- 2.4 The Committee shall at the first meeting elect a member to act as the Chair of the Committee. 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 unless they are also a member of the Trust Board.
- 2.6 The Committee may invite attendance at meetings from persons who are not Directors or 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.
- 2.7 The Committee will elect a Clerk to the Committee who will take notes of meetings.

#### 3. Remit and Responsibilities

- 3.1 The Committee shall be responsible for the matters set out below:
  - 3.1.1 to prepare and submit recommendations for the adoption by the Trust Board of:
    - a performance management policy (teaching and support staff)
    - a pay policy (teaching and support staff)
  - 3.1.2 to operate in accordance with the Trust’s adopted pay policy as follows:
    - to agree appraisal objectives with the Chief Executive Officer, Finance Director and the Central Team
    - to conduct the performance management of the Chief Executive Officer
    - to determine and recommend to the Board of Directors the salary and performance-related bonus of the CEO and Central Team for ratification
    - to determine salary ranges for teachers, support staff and senior leaders (including Principals), in line with the adopted pay policy
    - to determine and recommend annual pay awards for teaching and support staff

- to recommend any discretionary payments to the Board of Directors for ratification
- a panel selected from this Committee/representatives of the Board to hear an appeal by a member of staff against entries made within their appraisal statements, as outlined in the Trust's adopted pay policy.

3.1.3 To deal with any other matters relating to pay, appraisal and employment as may be referred by the Board.

#### 4. Proceedings

- 4.1 **Meeting frequency** – The Committee will meet as often as is necessary to fulfil its responsibilities but at least annually, before the scheduled Board of Directors Annual General Meeting.
- 4.2 **Notice of meeting** – The Clerk to the Committee shall give written notice of each meeting and circulate an agenda and any other reports or papers, provided by the Chair and CEO, to be considered at the meeting. This will be circulated at least seven clear days in advance of each meeting.
- 4.3 Any two members may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the responsibility of the Clerk to convene a meeting as soon as reasonably practicable.
- 4.4 **Quorum** – A quorum shall consist of two members of the Committee, plus the CEO and CFO. If necessary, meetings might be conducted virtually to ensure quorum.
- 4.5 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.
- 4.6 **Voting** – Each member present in person shall be entitled to one vote.
- 4.7 Where there is an equal division of votes the Chair shall have a casting vote.
- 4.8 If a member is unable to attend a meeting where a vote is to be made, the member must appoint either the Chair or another member of the Committee as their proxy to vote in their name and on their behalf, confirming if they are voting for or against the proposal.
- 4.9 **Declaration of Interests** – Committee Members are required to complete a declaration of interest form on joining the Board and at the start of each academic year.
- 4.10 Each Committee Member, if present at a meeting of the Committee, must disclose their interest, withdraw from the meeting and not vote on a matter if:
- there may be a conflict between their interests and the interests of the Trust;
  - there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
  - they have a personal interest; e.g. where they and/or a close relative will be directly affected by the decision of the Board in relation to that matter.
- 4.11 **Attendance** – A register of attendance shall be kept for each Committee meeting and published annually on the Trust website.
- 4.12 Any Member or Director of the Board may attend of the Remunerations Committee, provided that notice of attendance is provided to the clerk in advance.

#### 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 After each meeting the Forum will (together called the Forum Reports):
- produce and agree minutes of its meetings;
  - provide a summary document identifying (1) decisions made, (2) recommendations to the Trust Board, (3) items for information for the Trust Board and (4) items for further discussion by the Trust Board.
  - the Forum Reports will be sent to all members of the Trust Board within 21 days of each meeting.
- 6.2 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.
- 6.3 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.

**Document Control**

<b>Date of last review:</b>	November 2023	<b>Author:</b>	Head of Governance
<b>Date of next review:</b>	November 2024	<b>Version:</b>	4.0
<b>Approved by:</b>	BOD	<b>Status:</b>	Statutory

**Summary of Main Changes**

**Version 4.0:** Clarification regarding the terms of service within the committee **(2.3)** Reference made to conducting virtual meetings to facilitate quorum **(4.4)**