



This ToR is currently under review and will be updated soon. The logo and Trust name will be updated at the same time.



SAMUEL WARD ACADEMY TRUST

REMUNERATION COMMITTEE TERMS OF REFERENCE

The Board of Directors (Directors) of Samuel Ward Academy Trust (The Board) hereby resolves to establish a committee of the Trust Board to be known as the Remuneration Committee (the Committee).

The following are the terms of reference of the Committee approved by the Board and effective from 27 June 2018.

1. Membership and attendance

- a. The Committee shall be appointed by the Board and shall comprise a Chair and at least two other members. All of the members shall be independent non-executive directors.
- b. The appointment to the Committee shall be for a period of up to three years, which may be extended for up to a further three years, provided that the director continues to meet the criteria for membership of the Committee. ^[L]_[SEP]
- c. The Chair of the Committee shall be appointed by the Board and shall be an independent non-executive director of the Board. In the absence of the Committee Chair, one of the members present shall elect one of themselves to chair the meeting.
- d. The Trust secretary shall act as secretary to the Committee. ^[L]_[SEP]
- e. The Committee may ask the Board chair or chief executive to attend the meetings of the Committee either on a regular basis or by invitation, but no person other than the members of the Committee shall have a right of attendance. ^[L]_[SEP]
- f. The Committee may invite attendance at meetings from people who are not Directors or Committee members to assist or advise on a particular matter or range of issues.
- g. The current members are:
 - i. John Smith (Chair)
 - ii. Dean Sykes
 - iii. Ian Jacobs

2. Committee procedures

- a. The quorum for the transaction of business 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 the members present are independent directors of the Trust.
- b. Meetings shall be held not less than twice a year and shall be held more frequently if required by the Chair of the Committee. [SEP]
- c. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and, whenever practicable, supporting papers shall be forwarded to each member of the Committee and any other person required to attend, no fewer than three working days prior to the date of the meeting. [SEP]
- d. Minutes of Committee meetings shall be circulated to all members of the Committee for approval. The Committee shall report regularly to the Board, identifying matters where it considers action is needed and making recommendations as to the steps to be taken.
- e. The Committee shall conduct an annual review of its own performance, constitution and Terms of Reference. [SEP]

3. Authority

- a. The Committee is authorised to seek any information it requires from any employee of the Trust in order to perform its duties and to secure the attendance of others with relevant experience and expertise if it considers this necessary. [SEP]
- b. The Committee is authorised by the Board to obtain outside legal or other professional advice on any matters within its terms of reference. The Committee shall also use such additional resources as it considers appropriate to help it fulfil its obligations and this shall include up to date information about remuneration in other Trusts or relevant organisations and surveys and reports from remuneration consultants, within any budgetary constraints imposed by the Trust. [SEP]

4. Duties

- a. The Trust Board will consider the national pay award for teachers and where appropriate, formally adopt these guidelines for the Trust.
- b. The Committee shall determine and agree with the Board the

framework or broad policy for the remuneration of the Trust's chief executive and the board directors.

- c. The CEO, following the 'grandfather' principle, will sign off any proposed exceptional awards for head teachers outside of the national pay award guidelines as adopted by the Trust Board. The committee will, however, review a summary of the agreed changes to salary as part of a market benchmark review.
- d. In determining remuneration policy, the Committee shall take into account all factors that it deems necessary. The objective of the policy shall be to attract, retain and motivate executive management of the quality required to run the Trust successfully.
- e. The remuneration elements should be designed to support and compliment the Trust's agreed strategic objectives and priorities and any performance related reward or incentive that may be introduced, should be structured so as to link rewards to both Trust and individual performance and designed to promote the long-term success of the Trust. ^[SEP]
- f. Within the terms of the agreed policy, the Committee shall, in consultation with the chairman for the CEO and with the CEO for board directors and any other designated senior executives, determine the individual remuneration packages, including annual salary.
- g. No director or manager shall be involved in any decisions as to their own remuneration. ^[SEP]
- h. To ensure that the members of the executive management of the Trust are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Trust, the committee shall take into account all factors that it deems necessary. These factors shall include but are not limited to the relevant legal and regulatory requirements, the provisions, recommendations and non-statutory guidance from the Department for Education.
- i. The Committee shall have regard to the pay and employment conditions across the Trust when determining the remuneration policy for directors especially when determining annual salary increases. ^[SEP]
- j. The Committee shall obtain reliable, up-to-date information about remuneration in other Trusts of comparable scale and complexity.

- [L]
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- k. The Committee shall be responsible for the engagement of any remuneration consultants who advise the Committee and shall determine the appropriate criteria for selecting, appointing and setting the terms of reference for the same. [L]
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 - l. The remuneration policy shall be subject to review by the Committee to ensure the ongoing appropriateness and relevance of the policy. [L]
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 - m. The Committee shall approve the design of, and determine targets for, any performance related pay schemes operated by the Trust for the directors, designated senior executives and Head Teachers and approve the total annual payments made under such schemes. [L]
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 - n. The Committee shall determine the policy for and scope of, pension arrangements for each director and other designated senior executives. [L]
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 - o. The Committee shall ensure that the contractual terms on termination, and any payments made, are fair to the individual, and the Trust, that failure is not rewarded and that any duty to mitigate loss is fully recognised. [L]
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 - p. The Committee shall oversee any major changes in employee benefits structures throughout the Trust. [L]
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