



Bosco Terms of Reference

Remuneration Committee

This document has been approved and adopted by the
Bosco Catholic Education Trust.

| Approved: | For review: |
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| September 2023 | September 2024 |

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

1. Constitution

- 1.1 The remuneration committee (**Committee**) was constituted as a committee of the board of Directors (**Trust Board**) of BOSCO Catholic Education Trust (**Trust**) at a full meeting of the Trust Board held on [DATE] in accordance with the articles of association of the Trust.
- 1.2 The Committee has the delegated authority of the Trust Board in respect of the functions and powers set out in these terms of reference.

2. Membership

- 2.1. The Committee shall have a minimum of three members and a maximum of five members, no member shall be an employee of the Trust.
- 2.2. Appointments to the Committee shall be for a period of up to three years.
- 2.3 Details of the current members of the Committee shall be available from the Clerk to the Trust Board.
- 2..4 Subject to paragraph 2.5, the Committee shall at the first meeting of each academic year elect a member of the Committee 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 2.4 unless they are also a Trustee.
- 2.6 The Chair shall review membership of the Committee at least annually, as part of the annual performance evaluation of the Committee.
- 2.7 The Clerk to the Trustees shall act as the secretary of the Committee and provide all necessary support to the Committee, including ensuring that a record of the Committee minutes is retained, that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues, and that the Committee minutes are (subject to the provisions of paragraph 6.4) circulated in a timely manner once approved
- 2.8 The Committee may invite attendance at meetings from persons who are not 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.

3. Remit and responsibilities of the Committee

The Committee shall:

- a) determine and agree with the Trust Board the framework or broad policy for the remuneration of the Trust's Chief Executive Officer and such other members of

the Trust's executive management as it is designated to consider (**Senior Executive Leaders**)

- b) determine the Trust wide pay policy, taking into account all statutory and regulatory requirements, and oversee a process of moderation across the Trust
- c) review annually the Trust-wide pay policy and other policies connected with remuneration generally, to ensure they remain fit for purpose and consistent with each other.
- d) ensure no Senior Executive Leader or manager is involved in any decisions as to their own remuneration
- e) if requested so to do by the Trust Board, monitor, evaluate and report (as appropriate) to the Trustees on the performance of the Chief Executive Officer
- f) prepare and submit recommendations to the Trustees for the terms of service and remuneration (including benefits, if any, and pension arrangements) of the Senior Executive Leaders
- g) approve appropriate remuneration packages for any new Senior Executive Leader appointments
- h) having taken into account the charitable status of the Trust and the fact the Trust receives funding under a funding agreement with the Secretary of State for Education, ensure the remuneration or other sums paid to a Senior Executive Leader do not exceed an amount that is reasonable in all the circumstances
- i) review and approve the design of, and determine targets for, any performance related pay schemes operated by the Trust and approve the total annual payments made under such schemes
- j) review and approve any allowances or additional payments awarded to Senior Executive Leaders and the School Senior Leadership Teams, where applicable
- k) ensure that any termination packages including contractual terms and pension benefit entitlements (i) do not reward failure and are fair to the individual and the Trust (ii) do not exceed the limits on public sector exit payments and (iii) comply in all respects with the obligations set out in the ESFA's Academies Financial Handbook
- l) review and note annually the remuneration trends across the Trust and oversee any major changes in employee benefits structures in the Trust having particular regard to the Trust Board's duties in relation to equality
- m) agree the policy for authorising claims for expenses from the Senior Executive Leaders and Trustees

- n) ensure that in determining the pay (salary and benefits) of the Senior Executive Leaders the Committee has followed a robust evidenced-based process which is “transparent, proportionate and justifiable” (section 2.31 Academies Financial Handbook) and any decision or recommendation is fully documented and a record retained to demonstrate this, further the Committee shall ensure that its members have regard to the ESFA’s guidance “**Setting executive pay: guidance for academy trusts**”.

4. Proceedings of the Committee

- 4.1 The Committee will meet as often as is necessary to fulfil its responsibilities but shall meet at least twice 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 Subject to 4.2, unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time, but Committee papers may be forwarded at shorter notice with the approval of the Committee chair.
- 4.4 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 Trustees of the Trust and the greater number among those present vote in favour of the resolution which is being proposed.
- 4.5 The secretary/Clerk of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly
- 4.6 Meetings of the Committee may be conducted, and resolutions may be passed, when the members are physically present together or in the form of video or audio conferencing
- 4.7 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.
- 4.8 Subject to paragraph 4.10. each member present in person (by whatever medium) shall be entitled to one vote.
- 4.9 If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

- 4.10 Except where he or she has a personal interest, the Chair shall have a casting vote where there is an equal division of votes.
- 4.11 A resolution in writing and signed by all Committee members will be as effective as a resolution passed at a committee meeting. Any written resolution shall be tabled and noted at the next meeting of the Committee.
- 4.12 The secretary/Clerk of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 4.13 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 out any activity authorised by these terms of reference; and

- 5.1.2 seek any appropriate information that it requires from any employee/officer of the Trust to carry out the work delegated to it by the Trust Board and all officers/employees shall be directed to co-operate with any request made.

6. Reporting Procedures

- 6.1 Within 21 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) decisions made, (ii) recommendations to the Trust Board, (iii) any items for the information of the Trust Board and (iv) 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 Subject to paragraph 6.4, the Committee Reports will be sent to the Trust Board within 21 days following each Committee meeting.
- 6.4 There may be excluded from the Committee Reports circulated to the full Trust Board any confidential information relating to any Senior Executive Leader or member of any School Leadership Team (whether it relates to their pay, performance or otherwise). Where items are excluded on the basis of confidentiality under this paragraph then a confidential Committee Report shall be sent to non-employee members of the Trust Board within 21 days of the relevant Committee meeting.

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

7. General matters

The Committee shall:

- 7.1 Have access to sufficient resources to carry out its duties, including access to the company secretary/Clerk to the Trust Board and the Trust's lawyers for advice and assistance as required.
- 7.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.
- 7.3 Give due consideration to relevant laws, regulations and any published guidelines or recommendations regarding remuneration including but not limited to the Employment Relations Act 1999, the Equality Act 2010, the Part-time Workers (Prevention of Less Favourable Treatment) Regulations 2000 and the Fixed-term Employees (Prevention of Less Favourable Treatment) Regulations 2002, company law, education law, and the ESFA's Academies Financial Handbook, and any other applicable rules as appropriate. Additionally, procedures for determining pay should also be consistent with the Principles of Public Life.
- 7.4 Work and liaise as necessary with all other board committees, including any recruitment committee in respect of any remuneration package to be offered to any employee or for whom the Committee has delegated authority, ensuring that the interaction between committees and the Committee and the Trust Board is reviewed regularly.