



The Tapscott Learning Trust

*Working together,
achieving for all*

Remuneration Committee Terms of Reference 2024-25

Review Frequency	Annually
Review Date	Summer 2025
Ratified by	Trust Board
Date of Ratification	
Lead Owner	Head of Governance & Compliance
Target Audience	All layers of governance

1. Constitution

1.1 The Remuneration Committee (RemCo) is a committee of the Trust Board.

1.2 The Committee is authorised to request any information it requires from any employee or other assurance provider, in order to complete its work (detailed in this Terms of Reference). The Committee is also authorised to obtain outside legal or independent professional advice it considers necessary, in consultation with the Accounting Officer and/or the Trust Board.

2. Membership

2.1 The Committee shall have a minimum of three trustees.

2.2 The Committee's current members are:

George Spentzos (Trustee)

Paula Jeffers (Trustee)

Margaret Cameron-Ratchford (Trustee)

2.3 At the first meeting of each academic year, the Committee will elect a Trustee 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.

2.4 No person may act as Chair under paragraph 2.3 unless they are also a member of the Trust Board. The Chair of the Committee may not also be the Chair of the Board of Trustees. The Chair of the Committee may not also be an employee of the Trust.

2.5 The Trust Board shall ensure that a clerk is provided to take minutes at meetings of the Committee.

2.6 The Committee may invite attendance at meetings from persons who are not Trustees or Committee members to assist or advise on a particular matter or range of issues. These attendees will not be entitled to vote.

2.7 Meetings will be quorate when two (trustee) members of the committee are present. A meeting can continue in the event of being inquorate, but no decisions can be made. Decisions can be made after the meeting via email. Committee members can attend meetings virtually (eg Zoom) and will be included in the quorum.

3. Remit and Responsibilities of the Committee

3.1 The RemCo Committee will:

- oversee the Trust's approach to executive pay and reward and ensure this is in line with trust policy and any expectations / requirements set by the Education and Skills Funding Agency (ESFA); this will include giving particular scrutiny to the pay of the CEO, the Trust's Senior Leadership Team (SLT), and any other members of Trust staff, including academy staff, who are paid in excess of £100,000.

- review any available benchmarking information in relation to executive pay and consider the Trust's approach in the light of this
- establish and review performance targets set for the Chief Executive Officer (CEO) including implementing an annual review of his/her salary and any additional annual financial awards
- review the pay of the executive leadership team
- determine and recommend to the Trust Board the wider pay policy within which pay decisions for all staff are taken
- oversee the implementation of the Trust's pay policy including scrutinising gender and ethnicity pay gaps and reporting on these to the Trust Board.
- Carry out the CEO's performance review which will take place between 1 September and 31 October. All targets set for the CEO's performance will relate closely to the strategic objectives of the trust as well as personal performance matters. The meeting will include a review of the CEO's work/life balance and wellbeing. The outcome of the performance review will be shared, in confidence, with the Trust Board.
- The Committee will have delegated authority to set the financial principles to be applied to the Trust's senior leadership pay progression, and it will do this at its first meeting each academic year. It will not have delegated authority regarding the CEO's pay progression but will make a recommendation to the Trust Board on an annual basis.

4. Proceedings of Committee meetings

- 4.1 The Committee will meet as often as is necessary to fulfil its responsibilities but at least three times 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 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.
- 4.4 Each member present shall be entitled to one vote. Where there is an equal division of votes the Chair shall have a casting vote.
- 4.5 A register of attendance shall be kept for each Committee meeting and published annually.

5. Reporting Procedures

- 5.1 Within seven days of each meeting the clerk will produce minutes of the meeting, which will be sent to the Chair for initial review.
- 5.2 The Committee Minutes will be agreed at the next meeting of the Committee.
- 5.3 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.
- 5.4 Any amendments to this document must be approved by a quorum of Trustees. This approval can be made via email if required.