

# Nominations & Remuneration Committee

## Terms of Reference

### Purpose

The purpose of this committee is to advise and report to the Trust Board, and the Members on the recruitment, retention and succession planning of trustees and governors, and to decide the remuneration of the Executive team (the CEO, Principals and CFO).

### Membership

The Committee shall consist of:

- The Chair of Trustees, who will also chair the committee
- The Chair of the ELAM governing body
- The Chair of the LSA governing body
- The Chair of the Finance, Audit, Operations & Risk Committee
- The Chief Executive Officer (CEO) of the Trust
- Up to two other Trustees

The CEO shall not play any part in discussions of their own remuneration.

### Frequency of Meetings

The Committee shall meet as required during each year to carry out its remit. There shall be a minimum of two meetings per year:

1. To determine the pay of the Executive Team
2. To review the membership of the Trust Board, committees and governing bodies

### The Functions of the Committee (under delegated powers)

To consider and to make recommendations to the Trust Board or the Members, or where appropriate approve on their behalf, the following matters.

#### Remuneration

On behalf of the Trust Board

- To review and determine the CEO's pay, on receiving a recommendation form the Chair of the Trust, who has carried out the annual process of setting objectives appraising the performance of the CEO.

- To review and determine the pay of the Principal of each school, on receiving a recommendation from the CEO and the chair of the school governing body, who have carried out the annual process of setting objectives and appraising the performance of the Principals.
- To benchmark and keep under active consideration the remuneration levels of each executive member in relation to his/her relative seniority, experience, responsibilities and performance.

## Governor recruitment, retention and succession planning

On behalf of the Board to support effective governance with the aim of ensuring that:

- There is an appropriate mix of skills for the work of each board
- The boards are diverse, inclusive and representative of the communities served by the schools
- There are succession plans for board members and for the chairs of boards

To achieve that aim by:

- Regularly reviewing the membership and appointed chairs of the Board, Board committees and school governing bodies, and the succession planning for these groups
- Overseeing the recruitment of new members of the Board, Board committees and school governing bodies, in collaboration with the chair of each group, ensuring that the process for doing so is open, transparent and promotes increased diversity and inclusion.
- Deciding on the continuation or otherwise of Governors at the end of their term of office, in collaboration with the chair of the boards they serve on and the individual governor
- Recommending appointments to the Trust Board to the Members (who have the power to make them)
- Making appointments to Board Committees and the school governing bodies on behalf of the Trust Board

## Record of Meetings

The Committee and the CEO shall ensure that an agreed written record is kept of each of their meetings. Usually this will be by the independent clerk, but this may not be the case for discussions of remuneration.

## Decision Making

- A quorum at each meeting shall be three members of the committee.
- Any decision of the Committee must be by decision of a majority of the committee members present.