



Mercia
Learning Trust

Remuneration Committee

Terms of Reference

Autumn 2022

Remuneration

The Board shall establish a Remuneration Sub-Committee which will meet twice a year.

Membership

The Committee will be appointed by the Trust Board and will comprise of 3 Trustees.

The Trust Board will appoint one of the members of the Committee as its chair (the Chair).

The Committee will appoint a Clerk to the Committee.

The Committee may also ask any other person whose attendance they consider necessary or desirable to attend any meeting either regularly or by invitation, to provide information.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet twice a year as shall be determined by Board and Committee meeting calendar and at such other time as requested by any trustee of the Committee.

Meetings can be requested by the external or internal auditors if they consider that one is necessary.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than 7 working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of the Committee meeting will be sent to all members of the Committee and the Trust Board within seven working days of the meeting.

Its terms of reference are as follows:

1. to consider, determine and keep under review a framework or policy for the remuneration, benefits and incentives of the Chief Executive Officer and such other members of the Executive Team as the Trust Board shall from time to time direct.
2. in determining that framework, to seek evidence of the remuneration, benefits and incentives paid to senior executives in comparable employment within the commercial and voluntary sectors to consider the outcome of every appraisal of the performance of the Chief Executive Officer and such other senior executives as the Board shall from time to time direct
3. to make recommendations to the Trust Board as to the remuneration, benefit and incentives that should be paid to the Chief Executive Officer and such other senior executives as the Trust Board shall from time to time direct with a view to ensuring that they are encouraged to enhance their performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Trust and its progress towards fulfilling its objectives
4. to make recommendations to the Trust Board as to the remuneration, benefits and incentives of newly appointed senior executives to determine the policy for and scope of pension arrangements, service
5. to ratify performance related pay for the CEO, Headteachers, senior staff and teaching staff across the Trust.
6. agreements for senior executives, termination payments and compensation commitments
7. to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness
8. Review workforce remuneration and related policies.
9. to consider other topics, as defined by the Trust Board from time to time