

## **TERMS OF REFERENCE**

### **Ebor Remunerations Committee (Rem Co) V1 March 2026**

#### **1. Introduction**

The Remunerations Committee (the Committee) is a committee of the Ebor Academy Trust Board of Trustees.

The Committee has been established to support the Board in its responsibilities for issues of remuneration and recognition. This will exclude those matters deemed the responsibility of the People, Pay and Performance Committee.

#### **Committee Membership**

The Committee should consist of a minimum of three (3) trustees, appointed by the Board. The Chair of Trustees will normally chair the meeting and the CEO and the Director of People & Culture will normally attend.

Meetings will be quorate if 2 members are present.

The Committee may ask any other member of Ebor Academy Trust staff to attend a meeting to assist with its work.

The Membership and Chair of the committee will be confirmed each year by the board.

#### **2. Authority**

The Committee will operate within the powers delegated to it by the Board and in line with the responsibilities contained within section 5 of these Terms of Reference or specifically delegated to it by the board.

This Committee will have some overlapping responsibilities with the other committees of the Board; staffing related matters may be considered at the Standards Committee and the impact of pay awards on budgets will be considered by the Finance and Resources Committee. The Remuneration Committee will have specific responsibility, as per the Academy Trust Handbook, for the setting of executive pay and will also consider matters regarding senior staff performance and succession planning.

#### **3. Meetings**

The Committee will meet twice a year. The Chair of the Committee and/or the CEO may convene additional meetings as they deem necessary.

The meetings may be held in person or by tele or video conference and individual members may join a physical meeting remotely via tele or video conference and be

regarded as present at the meeting.

Notices of meetings shall contain information relating to venue, time, date and agenda.

Papers for meetings shall be circulated at least one week before the date of the meeting.

The committee may obtain outside legal or other independent professional advice and secure the attendance of non-members with relevant experience and expertise if it considers this necessary. Such a person shall not be entitled to vote.

Decisions of the Committee shall be taken by resolution and recorded in the minutes. Where a consensus cannot be agreed, the Chair may request a vote on a show of hands, in which case each Committee Member shall have one vote. Where there is an equal division of votes, the Chair of the committee shall have a second or casting vote.

#### **4. Decisions outside of meetings**

Decisions may, at times, be required outside of meetings. In such circumstances trustees can vote via e-mail through the Governance Professional.

Where there is an equal division of votes, the Chair of the committee shall have a second or casting vote.

The Governance Professional will keep a record of e-mail responses to the decision. At the next committee meeting the decision will be formally ratified, and recorded in the minutes.

#### **5. Responsibilities:**

- To ensure the recruitment, retention and motivation of trust executives of experience and ability - within levels of affordability that represent good value for money and processes that are compliant with external requirements.
- To oversee, on behalf of the Board, the policy for the remuneration and other contractual arrangements for the CEO and other Executive roles, to recommend individual remuneration awards and to oversee executive performance management, succession planning and termination arrangements.
- To oversee the structured review of the performance of the CEO and executive postholders.
- To ensure rigorous and transparent procedures, in line with the scheme of delegation, for appointments to the post of CEO and other executive postholders.

Executive roles are defined as roles, alongside the CEO, who are responsible for the leadership of the Trust as a whole. Currently these are defined as:

- Director of Education
- Director of Finance
- Director of People
- Director of Operations

### **Remuneration**

To support the Board in the determination and application of policy for the remuneration, and other contractual arrangements, for the CEO and other executive roles. This should ensure that they are fairly rewarded and their terms of service are competitive and appropriate. Policy and process should have due regard to the provisions of the Academy Trust Handbook and related guidance. Specifically;

- to consider and recommend to the Board the remuneration and other contractual arrangements for the CEO and Executive Directors;
- to consider and recommend to the Board individual remuneration awards for the CEO and Executive Directors;
- to ensure recommendations about executive pay are thoroughly documented and follow a robust evidence-based process reflecting the individual's role and responsibilities, and that the approach to pay is transparent, proportionate and justifiable.

### **Performance Management**

- Ensure adequate arrangements are in place for the Chair of the Board to evaluate the performance of the CEO and for the CEO to evaluate the performance of Executive postholders. This must be undertaken on an annual basis and used as evidence to support any proposed salary increase or award of a bonus payment and any other benefits.
- Oversee and advise the Board on termination and severance arrangements in relation to the CEO and Executive postholders including scrutiny of termination payments taking account of such external guidance as appropriate.
- Consider arrangements for Executive Team succession planning.

## **6. Risk Management Framework**

Identify areas of risk, gaining assurance that the risks related to the Committee's responsibilities are being effectively managed and reporting to the Audit and Risk Committee on any high risks or risks that are above the agreed trust risk appetite.

## **7. Reporting procedures**

Minutes of each Committee meeting will be presented to the subsequent Board meeting and, where necessary, the Chair of the Committee will provide a report to the Board on any substantive matters of importance and any material issues or concerns.

The Committee shall report its decisions to the Board and make whatever recommendations it deems appropriate on any area within its remit where action or improvement is needed.

## **8. Advice and Guidance**

The Remuneration Committee will advise the board on all issues relating to its responsibilities.

## **9. Review of Terms of Reference**

The Terms of Reference for the Committee and Committee effectiveness will be reviewed annually by the Board.