

Reach South Academy Trust

Performance and Remuneration Committee

Terms of Reference 2026–27

1. Purpose

The Performance and Remuneration Committee is a committee of the Board of Trustees established to provide scrutiny, challenge and assurance regarding the performance management, remuneration and reward of the Chief Executive Officer and other senior leaders identified by the Board.

The Committee supports the Board in ensuring that executive performance arrangements are robust, objective and aligned with the Trust's strategic priorities, and that executive remuneration is fair, transparent, evidence-based and compliant with the Academy Trust Handbook.

The Committee operates within the Reach South Academy Trust Scheme of Delegation and reports directly to the Board of Trustees.

2. Authority

The Committee is authorised by the Board of Trustees to:

- Investigate any matter within its terms of reference
- Seek information from any employee of the Trust
- Request reports, benchmarking information and professional advice where necessary
- Receive recommendations arising from executive appraisal processes
- Commission external advice relating to executive performance, reward and remuneration
- Make recommendations to the Board of Trustees on matters within its remit

The Committee has no executive powers other than those specifically delegated by the Board.

3. Membership

The Committee shall comprise:

- No fewer than three and no more than five members
- A majority of members must be Trustees
- The Chair shall be appointed by the Board of Trustees
- Employees of the Trust may not serve as members of the Committee

The Committee may seek support from external advisers and independent professionals where appropriate.

The Chief Executive Officer may attend meetings where invited but shall withdraw from discussions relating to their own remuneration, performance or terms of employment.

The Governance Professional shall clerk the Committee.

4. Meetings

The Committee shall meet at least annually and more frequently where required to discharge its responsibilities

Meetings may be convened by the Governance Professional in consultation with the Chair

Agenda papers shall normally be circulated at least five working days in advance

The quorum for any meeting shall be one half of the membership, rounded up, with a majority of those present being Trustees

Decisions shall be made by a simple majority of those present and voting. The Chair shall have a casting vote where votes are equal

5. Responsibilities

The responsibilities of the Committee are set out in full in Appendix 1.

The Committee provides assurance to the Board through scrutiny of the following key areas:

- Chief Executive Officer performance management
- Executive leadership performance
- Executive remuneration and reward
- Executive pay compliance
- Executive recruitment and appointment arrangements
- Pension, severance and contractual arrangements
- Leadership succession and retention
- Committee effectiveness and governance assurance

In fulfilling its responsibilities, the Committee focuses on objective assessment, evidence-based decision making and compliance with relevant regulatory requirements

6. Reporting

The Committee shall:

- Provide reports and recommendations to the Board of Trustees following meetings
- Make recommendations regarding executive remuneration and performance-related decisions
- Provide assurance that executive pay decisions comply with the Academy Trust Handbook and Trust policies
- Escalate any significant concerns relating to executive performance, succession or remuneration to the Board of Trustees

7. Review

These Terms of Reference shall be reviewed annually by the Committee and recommended to the Board of Trustees for approval.

Appendix 1:

Area	Responsibilities
Executive Performance Management	Oversee the performance management arrangements for the Chief Executive Officer and any senior executive leaders designated by the Board
	Review performance against agreed objectives, strategic priorities and Trust outcomes
	Consider appraisal outcomes and supporting evidence and make recommendations to the Board regarding performance outcomes
Executive Remuneration and Reward	Review and recommend a framework for executive remuneration, benefits and incentives
	Consider benchmarking information from comparable organisations and sectors
	Recommend remuneration arrangements for the Chief Executive Officer, designated senior executive leaders and newly appointed executives
	Ensure remuneration decisions reflect performance, responsibilities, organisational context and market evidence
Executive Pay Compliance and Governance	Ensure remuneration decisions comply with the Academy Trust Handbook and associated guidance
	Ensure decisions are evidence-based, transparent, proportionate and capable of public scrutiny
	Receive assurance that executive pay arrangements represent value for money and are defensible
Executive Employment Arrangements	Review executive pension arrangements, service agreements and contractual provisions
	Consider proposals relating to severance, termination payments and compensation arrangements where applicable
	Ensure recommendations comply with statutory, regulatory and contractual requirements
Leadership Succession and Retention	Receive assurance regarding succession planning for key executive leadership roles
	Consider recruitment, retention and leadership capacity risks
	Advise the Board on matters that may affect leadership stability or organisational effectiveness
Committee Effectiveness and Governance Assurance	Review the Committee's effectiveness, membership and Terms of Reference annually
	Provide assurance to the Board regarding executive performance and remuneration arrangements
	Support continuous improvement in governance, performance management and reward practices across the Trust