

Terms of Reference for the Performance and Remuneration Committee

The board of trustees (the **Trust Board**) of Reach South Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Performance and Remuneration Committee (**Committee**). These are its terms of reference.

Membership

The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be trustees.

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

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask the Chief Executive Officer and any other senior executive (as appropriate) to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

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 should be one half of the members of the Committee rounded up and a majority of those present must be Trustees. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on any equality of votes.

The Committee will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Meetings

The Committee shall meet as the Clerk shall specify at the request of any member of the Committee.

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

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice if it considers this necessary.

Duties

The Committee's duties are as follows:

- 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
- in determining that framework or policy, seeking 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 Trust Board shall from time to time direct
- 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 Academy Trust and its progress towards fulfilling its objectives
- 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 agreements for senior executives, termination payments and compensation commitments
- where relevant in respect of the above, ensuring that that the Trust:
 - takes into account and complies with the requirements of the

Academy Trust Handbook in respect of 'executive pay' to ensure that all decisions follow a robust evidence-based process; and

- follows a robust evidence-based process so that decisions about remuneration, benefits and incentives are a reasonable and defensible reflection of the individual's role and responsibilities
- to consider other topics, as defined by the Trust Board from time to time
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness