

**SOUTH GLOUCESTERSHIRE AND STROUD ACADEMY TRUST**

**PERFORMANCE MANAGEMENT AND REMUNERATION COMMITTEE**  
**TERMS OF REFERENCE**

1. **MEMBERSHIP**

1.1 The Committee:

- a. Shall consist of at least three Trustees.
- b. Shall have an appropriate mix of skills and experience to allow it to discharge its duties effectively.

1.2 Members of the Performance Management and Remuneration Committee may be appointed from time to time by the Board of Trustees and in default of any such appointment shall comprise the Chair of the Trust, the Chair of the Finance & Audit Committee and the Chair of the Curriculum & Quality Committee.

1.3 The Chair of the Trust shall chair the Performance Management and Remuneration Committee.

1.4 The Clerk, the Chief Executive Officer and staff employed by the Trust should not be members of the Committee.

2. **ACCOUNTABILITY AND PURPOSE**

2.1 The Performance Management and Remuneration Committee is responsible to the Board of Trustees. The main purpose of the Committee is to advise the Board of Trustees and maintain oversight of the execution of the Trust's Performance Management process and remuneration of senior staff in line with the SGS AT Pay Policy.

2.2 To deal with such other matters as may from time to time be referred to the Committee for consideration or approval.

2.3 The Performance Management and Remuneration Committee has the authority to investigate any activity within its terms of reference.

2.4 The Performance Management and Remuneration Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.

3. **RESPONSIBILITIES OF THE COMMITTEE**

- 3.1 To review the annual appraisal and any pay recommendations for the Trust Leadership Team and Executives, namely the Head Teachers, DCEO, CEO and Clerk and Company Secretary and receive update on the processes undertaken for shared Executive Roles for the Trust and SGS Corporation of Chief Financial Officer and Chief Groups Services Officer. Any resultant pay recommendations to be made for onward approval to SGS AT Board.

#### **4. MEETINGS AND QUORUM**

- 4.1 The Committee shall meet as often as required to consider matters arising from its terms of reference, or matters placed on the agenda at the request of the Board of Trustees or of the Chair or any member of the Committee.
- 4.2 The Chief Executive Officer/Deputy Chief Executive Officer shall normally be in attendance save where such attendance (including that of the Clerk) might amount to a conflict of interest or might inhibit full and frank discussion between members.
- 4.3 Any Trustee of the Academy Trust may attend a meeting of its Board Committees, following notification to the Chair & Clerk of the Committee.
- 4.4 The quorum for meetings shall be any two Trustees. In the absence of the Chair of the Trust, the members of the Committee shall choose one of its number to chair the meeting.
- 4.5 All meetings shall be conducted to an agenda approved by the Chair.
- 4.6 The agenda of each meeting shall be prepared by the Clerk to the Committee in consultation with the Chair of the Committee, and circulated together with all relevant agenda papers to all members of the Committee normally at least seven days before each meeting.
- 4.7 Where matters of a sensitive or confidential nature are to be discussed at a meeting the Clerk to the Committee, in consultation with the Chair, shall reserve these matters to a confidential agenda. Details and papers of such agenda shall not be available for public review unless the circumstances which caused them to be considered sensitive or confidential no longer pertain.

#### **5. REPORTING PROCEDURES**

- 5.1 The Clerk to the Board shall act as Clerk to the Committee.
- 5.2. The minutes of each meeting of the Performance Management and Remuneration Committee shall be presented to the next ordinary meeting of the Trust Board.

Originator:	Clerk and Company Secretary to the SGS AT
Date of latest review:	January 2021
Date of last approval:	3 Feb 2021
Approved by:	Board of Trustees
Review interval:	Annually
Next review due by:	July 22

