Elements
Diocesan Learning Trust
Flourishing together, in the love of God.

REMUNERATION COMMITTEE TERMS OF REFERENCE

2026-2027

ELEMENTS DIOCESAN LEARNING TRUST
REMUNERATION COMMITTEE TERMS OF REFERENCE
CHRISTIAN VISION STATEMENT

Together we flourish, in the love of God.

The Remuneration Committee will discharge its responsibilities through this vision, ensuring that decisions relating to pay, reward and recognition are made with integrity, fairness, stewardship and respect for the dignity of every individual. The Committee will seek to create a culture where staff are valued, supported and enabled to flourish, whilst ensuring responsible stewardship of public funds and maintaining public confidence in the Trust's leadership and governance.

1. PURPOSE

The Remuneration Committee is a committee of the Trust Board and exists to provide oversight, assurance and recommendations regarding remuneration, reward and executive pay arrangements across the Trust.

The Committee will:

- ensure remuneration arrangements are fair, transparent, equitable and aligned to the Trust's strategic objectives and Christian values;
- ensure executive and leadership pay decisions are proportionate, evidence-based, benchmarked appropriately and represent value for money;
- oversee the application of the Trust's Pay Policies including the Executive Pay Policy;
- provide assurance that remuneration arrangements support recruitment, retention and succession planning;
- ensure compliance with the Academy Trust Handbook, employment legislation and relevant regulatory requirements;
- support the Trust Board in discharging its responsibilities for executive remuneration and workforce reward.

2. AUTHORITY

The Committee is authorised by the Trust Board to:

- investigate any matter within these Terms of Reference;
- obtain information from Trust officers and advisers;
- seek professional advice where necessary;
- review remuneration arrangements across the Trust;
- make recommendations to the Trust Board regarding remuneration matters delegated to it.

The Committee shall operate within the limits of authority established by the Scheme of Delegation.

3. MEMBERSHIP

The Committee shall comprise:

- three Trustees/Directors appointed by the Trust Board;
- such co-opted non-voting advisors as may be approved by the Trust Board.

The CEO and other senior leaders may attend meetings in an advisory capacity where invited but shall withdraw from any discussion relating to their own remuneration or terms of employment.

The Committee Chair shall be appointed by the Trust Board.

4. CONFLICTS OF INTEREST

All members shall declare any actual, potential or perceived conflict of interest.

Any member with a conflict shall withdraw from discussion and decision-making relating to that matter.

The Committee shall ensure all decisions comply with the Trust's Conflicts of Interest Policy and Academy Trust Handbook requirements.

5. MEETINGS

- The Committee shall meet at least once annually, normally during the autumn term following performance management outcomes.
- Additional meetings may be convened where required.
- The Chair or any two members may call an extraordinary meeting.
- Agendas shall be approved by the Chair.
- Papers should normally be circulated at least five working days prior to meetings.
- Decisions shall be determined by a majority vote of members present and eligible to vote.

6. QUORUM

The quorum shall be two Directors.

7. DUTIES AND RESPONSIBILITIES

A. REMUNERATION STRATEGY

The Committee shall:

- oversee the Trust's overall reward and remuneration framework;
- ensure remuneration arrangements support the Trust's strategic objectives;
- consider workforce affordability and long-term financial sustainability;
- review remuneration arrangements in the context of public sector expectations and stewardship of public funds;
- consider recruitment, retention and succession planning implications when reviewing remuneration structures.

B. EXECUTIVE PAY

The Committee shall:

- determine and recommend remuneration packages for the Chief Executive Officer;
- determine remuneration and terms of employment for Executive Leaders and members of the Executive Team;
- review Executive Pay Policy annually;
- ensure executive remuneration decisions are:
    - proportionate;
    - evidence-based;

- benchmarked appropriately;
- fully documented in an agreed pay policy;
- capable of demonstrating value for money;
- consistent with public sector expectations;
- Does not increase at a faster rate than that of teachers.

The Committee shall ensure executive pay progression does not increase at a rate that would be inconsistent with Trust policy or Academy Trust Handbook expectations.

C. LEADERSHIP AND STAFF PAY OVERSIGHT

The Committee shall:

- review annual pay recommendations arising from performance management processes;
- review pay progression recommendations for Executive Leaders;
- review pay progression recommendations for Headteachers, Heads of School and Central Team staff where delegated by the Board;
- scrutinise annual pay awards for teaching and support staff;
- receive assurance that pay decisions have been applied consistently and fairly;
- ensure pay decisions reflect performance, affordability and workforce strategy.

D. EQUALITY, DIVERSITY AND INCLUSION

The Committee shall:

- monitor gender pay gap information and trends;
- oversee compliance with pay equality requirements;
- consider equality, diversity and inclusion implications of remuneration decisions;
- seek assurance that pay arrangements are fair, transparent and free from unlawful discrimination.

E. PENSION AND BENEFITS

The Committee shall:

- oversee pension arrangements for executive leaders where appropriate;
- review major changes to employee benefits;
- ensure benefit arrangements remain affordable, proportionate and aligned to Trust objectives.

F. SEVERANCE AND TERMINATION ARRANGEMENTS

The Committee shall:

- review proposed severance arrangements for Executive Leaders;
- ensure termination payments are fair, justified and appropriately documented;
- ensure compliance with Academy Trust Handbook requirements;
- ensure legal advice is obtained where appropriate;
- ensure the Trust demonstrates value for money and retains a clear evidence trail supporting decisions;
- ensure any approvals required by the Department for Education are obtained before commitments are made.

G. COMPLIANCE

The Committee shall ensure compliance with:

- the Academy Trust Handbook;
- employment legislation;
- HMRC requirements relating to pay, benefits and taxation;
- Trust Pay Policies;
- relevant financial and governance requirements established by the Trust Board.

8. REPORTING

The Committee shall:

- report its proceedings and recommendations to the next meeting of the Trust Board;
- provide assurance that remuneration decisions comply with regulatory requirements;
- produce an annual remuneration report for the Trust Board summarising:
    - decisions made;
    - benchmarking undertaken;
    - compliance checks completed;
    - significant remuneration risks identified.

All decisions of the Committee shall remain subject to any approval requirements established by the Scheme of Delegation and Trust Board.

9. CONFIDENTIALITY

All information received by the Committee shall be treated as confidential unless designated otherwise by the Trust Board.

Members shall maintain confidentiality regarding individual employment matters and personal data.

The Committee shall comply with GDPR and the Trust's Data Protection Policy when processing personal information.

10. COMMITTEE EFFECTIVENESS

The Committee shall annually review:

- its effectiveness;
- membership and skills;
- compliance with these Terms of Reference;
- alignment with current Trust strategy;
- relevant Academy Trust Handbook requirements and governance best practice.

11. REVIEW

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

Approved: September 2026
Next Review: September 2027.