

The Thinking Schools Academy Trust (the Trust)

Terms of Reference

Staffing Pay & Professional Growth Committee

1 Constitution

1.1 The board of directors (the **Trustees**) of the Trust (the **Trust Board**) hereby resolves to establish a committee of the Trust Board to be known as the Staffing, Pay & PM Committee (the **Committee**).

2 Membership

2.1 The Committee shall have a minimum of three members and a maximum of five members. A majority of Committee members must be Trustees of the Trust Board and no member shall be an employee of the Trust.

2.2 The Committee's current members are:

2.2.1 Judy Ravenscroft

2.2.2 David Glassey

2.2.3 Peter Martin

2.2.4 Gerard Newman

2.3 Subject to paragraph 2.4, the Committee shall at the first meeting of each academic year elect a member to act as chair of the Committee (the **Chair**). The Committee will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

2.4 No person may act as Chair under paragraph 2.3 unless they are also a member of the Trust Board.

2.5 The Chief Executive shall ensure that a clerk is provided to take minutes at meetings of the Committee.

2.6 The Committee may invite attendance at meetings from persons who are not Trustees or Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

3 Remit and responsibilities of the Committee

3.1 The Committee shall be responsible for the matters set out in the Schedule.

4 Proceedings of Committee meetings

- 4.1 The Committee will meet as often as is necessary to fulfil its responsibilities but shall meet at least three times per year.
- 4.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.
- 4.3 The quorum for the transaction of the business of the Committee shall be a majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Trustees of the Trust.
- 4.4 Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the members present and voting on the matter.
- 4.5 Each member present in person shall be entitled to one vote.
- 4.6 Where there is an equal division of votes the Chair shall have a casting vote.
- 4.7 A register of attendance shall be kept for each Committee meeting and published annually.

5 Authority

- 5.1 The Committee is authorised by the Trust Board to:
 - 5.1.1 carry out any activity authorised by these terms of reference; and
 - 5.1.2 seek any appropriate information that it requires from any employee/officer of the Trust to carry out the work delegated to it by the Trust Board and all officers/employees shall be directed to co-operate with any request made.

6 Reporting Procedures

- 6.1 Within 14 days of each meeting the Committee will:
 - 6.1.1 produce and agree minutes of its meetings;
 - 6.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Trust Board, (iii) any items for the information of the Trust Board and (iv) items for further discussion by the Trust Board.

(together called the “**Committee Reports**”).

- 6.2 The Committee Reports can be agreed by Committee members by email.
- 6.3 Subject to paragraph 6.4, the Committee Reports will be sent to the Trust Board members within 21 days following each Committee meeting.

- 6.4 There may be excluded from the Committee Reports circulated to the full Trust Board any confidential information relating to the Chief Executive Officer/Deputy CEO/ (whether it relates to their pay, performance or otherwise). Where items are excluded on the basis of confidentiality under this paragraph then confidential Committee Reports shall be sent to nonemployee members of the Trust Board within 21 days of the relevant Committee meeting.
- 6.5 The Committee shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.
- 6.6 The Committee shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

Approved: 29th November 2023

Schedule

Responsibilities of the Committee

In regard to Human Resources;

- 1 to receive reports from the Trust Head of HR regarding the staffing positions throughout the Academies
- 2 to review and agree staffing structures and ensure they are fit for purpose and are financial sustainable
- 3 to ensure policies that form the Trust Manual of Personnel Practice are reviewed, fit for purpose and meet statutory requirements
- 4 to review the Trust annual pay policy and awards, to ensure it is financially sustainable, adequate to retain and attract staff and in line with statutory requirements
- 5 to act as the appeal committee as detailed within the pay policy
- 6 To oversee the HR strategy developed by the Head of HR
- 7 To review regular KPI information produced by the Trust Head of HR to review current staffing position across the Trust

In regard to the Professional Growth & Pay of the Trust Executive;

- 1 to determine and agree with the Board the framework or broad policy for the remuneration of the Trust's Chief Executive Officer and such other members of the executive management of the Trust as it is designated to consider (**Senior Executives**).
- 2 to determine the Trust wide pay policy and oversee the process of moderation across the Trust.
- 3 to ensure no Senior Executive, director or manager is involved in any decisions as to their own remuneration.
- 4 to prepare and submit recommendations to the Trustees for the terms of service and remuneration (including pension arrangements) of the Senior Executives.
- 5 to monitor, evaluate and report (as appropriate) to the Trustees on the performance of the Chief Executive Officer.

- 6 to approve appropriate remuneration packages for any new Senior Executive appointments.
- 7 having regard to the charitable status of the Trust and in recognition of the fact the Trust receives funding under a funding agreement with the Secretary of State for Education, to ensure the remuneration or other sums paid to a Senior Executive do not exceed an amount that is reasonable in all the circumstances.
- 8 to review and approve the design of, and determine targets for, any performance related pay schemes operated by the Trust and approve the total annual payments made under such schemes.
- 9 to ensure that any termination packages including contractual terms and pension benefit entitlements (i) do not reward failure and are fair to the individual and the Trust and comply with the obligations set out in the Academies Financial Handbook.
- 10 to review and note annually the remuneration trends across the Trust.
- 11 to oversee any major changes in employee benefits structures in the Trust.
- 12 to agree the policy for authorising claims for expenses from the Senior Executives.
- 13 to be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration or other consultants who advise the Committee. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.