ACET
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Remuneration Committee Terms of Reference

DATE: September 2026
POLICY LEAD: Director of Governance Risk & Compliance
APPROVED BY: Trustees
CHAIR OF THE COMMITTEE: To be approved at the first meeting

DOCUMENT CONTROL		
Policy Level	Trust	
Approved By	Trustees	
Approval Date		
This policy remains valid until it is reviewed and replaced; it does not expire by date alone. Policies are reviewed annually, or sooner if required by statutory or legislative changes, in line with best practice		
Policy Lead / Author	Director of Governance Risk and Compliance	
Version Number	***Date Issued***	***Updated Information***
V1	September 2026	New Document

PURPOSE & RESPONSIBILITIES	The Remuneration Committee is a committee of the Trust Board. Its purpose is to provide independent scrutiny of executive remuneration and to undertake the appraisal and performance management of the Chief Executive Officer (CEO) on behalf of the Trust Board. The Committee makes recommendations to the Trust Board on matters that are reserved to the Board and operates within the Trust Scheme of Delegation, Pay Framework and applicable Department for Education requirements. **Remuneration and executive pay** 1. Review the Trust-wide pay framework and recommend any changes requiring Trust Board approval, ensuring that the framework remains transparent, proportionate, affordable and aligned with the Trust's strategic priorities. 2. Oversee the executive pay-setting and review process, ensuring that decisions are supported by robust evidence, appropriate benchmarking, consideration of role scope and responsibilities, affordability, value for money and relevant public-sector comparators. 3. Review the CEO's remuneration following completion of the annual performance management process and make a recommendation to the Trust Board for approval. The CEO must not be present for, or participate in, any discussion or decision concerning their own remuneration. 4. Review recommendations from the CEO in relation to the remuneration of other members of the Executive Team and make recommendations to the Trust Board for approval. No individual may participate in determining their own remuneration. 5. Ensure that executive remuneration recommendations are consistent with the Trust's approved pay framework and comply with the Academy Trust Handbook, DfE senior pay controls and any requirement to obtain prior DfE approval. 6. Ensure that the evidence, rationale, scrutiny and recommendations relating to executive remuneration are appropriately documented and reported to the Trust Board before implementation. 7. Undertake the annual performance management of the CEO on behalf of the Trust Board, maintaining appropriate independence from the executive leadership of the Trust. 8. Appoint or commission an appropriately experienced external adviser to support the CEO performance management process. The external adviser will provide independent advice, evidence and challenge but will not be a member of the Committee and will have no voting rights. 9. Agree annual objectives for the CEO that are aligned with the Trust's strategic priorities, organisational performance and the responsibilities of the Accounting Officer, and ensure that the objectives are reported to the Trust Board. 10. Review the CEO's performance against agreed objectives and wider leadership responsibilities, drawing on appropriate quantitative and qualitative evidence and the independent advice of the external adviser. 11. Conduct at least one formal in-year review of progress and ensure that any material issues affecting performance, objectives or support are addressed in a timely way. 12. Identify any development, support or succession-planning considerations arising from the CEO's performance management process. 13. Provide the Trust Board with an appropriate summary and outcome of the CEO's annual performance management, preserving the confidentiality of detailed appraisal material while enabling the Board to discharge its accountability for CEO performance. **Authority and reporting** 1. The Committee may obtain independent professional advice where it considers this necessary to discharge its responsibilities, subject to the Trust's agreed procurement and financial arrangements. 2. The Committee has no authority to approve executive remuneration where approval is reserved to the Trust Board. Its role is to scrutinise and make recommendations supported by a clear evidence base.

	3. The Chair of the Committee will report to the Trust Board after each meeting and will escalate any matter requiring Board decision or where it considers there is a material governance, affordability, compliance or reputational concern.
POLICIES AND COMPLIANCE	The committee will review and ratify the following ACET policies 1. The Trust Pay Framework, including executive pay 2. The CEO performance management framework The Committee will also monitor compliance with the executive pay requirements of the Academy Trust Handbook and relevant DfE guidance, including senior pay controls and any prior approval requirements.
MEMBERSHIP	Members of the committee are appointed annually. The Chair of the Trust Board cannot be Chair of this committee. Employees of the Trust, including the CEO, may not be members of the Committee. The external adviser supporting the CEO appraisal may attend the relevant parts of meetings in an advisory capacity but is not a member of the Committee and has no voting rights. The CEO may be invited to attend for items concerning the remuneration of other members of the Executive Team, or to provide information requested by the Committee, but must withdraw for any discussion concerning their own appraisal, objectives, remuneration or other personal matters. The Chief People and Integration Officer, Chief Finance and Operating Officer and other Trust officers or professional advisers may be invited to attend where their advice or information is required. They will have no voting rights and must withdraw where a conflict of interest arises. No person may participate in discussion or decision-making concerning their own remuneration. Any actual or potential conflict of interest must be declared and managed in accordance with the Trust's conflict of interest arrangements. The Remuneration Committee is responsible to the Trust Board. Its Terms of Reference are adopted by the Board and may only be amended with the approval of the Board. The Chair and Vice Chair of the committee will be elected annually by the Committee. If the Chair is absent from a meeting, the vice chair shall act as Chair for the purpose of the meeting. Members of the Executive Team may be in attendance and shall attend meetings as and when required by the Chair.
QUORUM	Subject to Article 119, the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any **three** Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved. Decisions to be made at meetings of the Committee shall be determined by a majority of votes of eligible members present and voting. Where there is an equal division of votes the Chair shall have a second or casting vote. If a member of the Committee withdraws from the meeting due to a conflict (or potential conflict) of interests, the meeting must still be quorate in order for a vote to be conducted.
MEETINGS	The Governance Leader shall be the Clerk to the Committee. The agenda for meetings will be agreed in advance by the Chair of the Committee and papers will be circulated to members and attendees at least 5 working days in advance of the meeting. Minutes will be taken and, once approved in draft by the Committee Chair, will be submitted to the next scheduled meeting of the Trust Board. Confidential appraisal or remuneration information will be handled appropriately, with Board reporting providing sufficient information for decision-making while protecting personal data.

	The Committee will meet at least once per term and additionally as required to complete the CEO appraisal cycle, consider remuneration recommendations or address urgent matters. The Chair or any two Committee members may call an additional meeting. The annual work programme will normally include objective-setting for the CEO, an in-year performance review, the year-end appraisal and consideration of CEO and Executive Team remuneration recommendations in sufficient time for any required Trust Board decision. All meetings will have a hybrid function.